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LAW OFFICES OF
WARREN J. KOZLOW, P.A.

INTERCONTINENTAL BANK CENTER
7000 WFBT PALMETTO PARK ROAD, SUITE 400
DOCA RATON, FLORIDA 33433

OF COUNSEL:
HITTEH & CINSID
JEFFREY H. FINK

(407) 394-2180
BROWARD: (954) 920-0223
FAX: (407) 394-2582

FILED
95 MAY 14 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MIAMI OFFICE:
FIFTH FLOOR CONCORD BUILDING
88 WEST FLAGLER STREET
MIAMI, FLORIDA 33130

May 13, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

800001823128
-05/15/96--01116--009
122.50 *122.50

RE: Articles of Incorporation
Down East Management Group, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the above referenced Articles of Incorporation. Also enclosed is a check in the amount of \$122.50 payable to Secretary of State, to cover the cost of filing same.

Please return a certified copy to us at your earliest convenience.

Thank you.

Very truly yours,



Sandra L. Dovey
Legal Assistant for
Warren J. Kozlow, Esq.

sld

Enclosures

C:\C\GINSBURG\KAREN\SEC-ST.ART

F. CHESNER MAY 22 1996

**ARTICLES OF INCORPORATION
OF
DOWN EAST MANAGEMENT GROUP, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 14 AM 7:55

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

DOWN EAST MANAGEMENT GROUP, INC. (the "Corporation")

FILED
96 MAY 14 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The total authorized capital stock of the Corporation is one thousand (1,000) shares of Common Stock, par value One Dollar (\$1.00) per share.

**ARTICLE IV
TERM OF EXISTENCE**

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of the Corporation in the State of Florida is 20990 Pinar Trail, Boca Raton, Florida 33433. The Board of Directors may from time to time move the principal office to another address in Florida.

ARTICLE VI
NUMBER OF DIRECTORS

The Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial sole member of the Board of Directors is:

Karen Ginsburg
20990 Pinar Trail
Boca Raton, Florida 33433

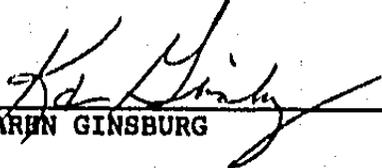
ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Karen Ginsburg, 20990 Pinar Trail, Boca Raton, Florida 33433.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the name of the initial registered agent of the Corporation at that address is Warren J. Kozlow, Esquire.

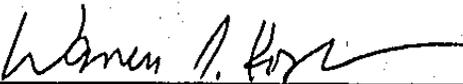
IN WITNESS WHEREOF, I have hereunto set my hand and seal this
____ day of May, 1996.


KAREN GINSBURG

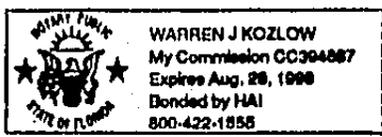
STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 10th
day of May, 1996, by Karen Ginsburg, as incorporator to these
Articles, who is personally known to me ~~or who has produced~~
~~as identification~~ and who
did not take an oath.

My Commission Expires:


NOTARY PUBLIC, State of Florida

WARREN J. KOZLOW
Print Name



[SEAL]

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
JAN 14 1993
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the following is submitted:

DOWN EAST MANAGEMENT GROUP, INC., a corporation being organized under the laws of the State of Florida, designates 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, as its registered office and has named WARREN J. KOZLOW, ESQUIRE as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for DOWN EAST MANAGEMENT GROUP, INC., at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

By: Warren J. Kozlow
WARREN J. KOZLOW, ESQUIRE
REGISTERED AGENT