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LAW OFFICES

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August 6, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

1.000001922041

-08/14/96--01081--001

*****70.00 *****70.00

Re: Articles of Incorporation of RANGELEY PROPERTY MANAGEMENT, INC.
(Florida Domestic)

Dear Sir or Madam:

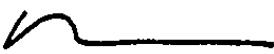
Enclosed is a duplicate set of Articles of Incorporation of RANGELEY PROPERTY MANAGEMENT, INC., a Florida Corporation.

Also enclosed is our firm's check in the amount of \$70.00 representing the fee for filing the Articles of Incorporation and designating the Registered Agent.

Please stamp file a duplicate original and return it to the undersigned for our records.
Thank you for your assistance in this matter.

There's only one ^{original} copy!

Very truly yours,



David S. Bowman, Esquire

DSB/das

Enclosures

ARTS. INC

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SN 1 AUG 1 1996

RECEIVED
8/14/96
S. B. B.
FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RANGELEY PROPERTY MANAGEMENT, INC.

I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is RANGELEY PROPERTY MANAGEMENT, INC. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise available by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having par value on one dollar (\$1.00) per share.

ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at c/o David S. Bowman, Esquire, Barnett Bank Plaza, Suite 700, Fort Lauderdale, Florida 33301 and its Registered Agent is David S. Bowman at that address.

ARTICLE V. DIRECTORS

The exact number of directors, if any, shall be specified by the By-laws, adopted by the shareholders, from time to time, unless the shareholders shall determine that the Corporation be managed by the shareholders.

ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation is c/o David S. Bowman, Esquire, Barnett Bank Plaza, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301.

ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

ARTICLE XI. 1244 STOCK PLAN

This Corporation shall perform all actions necessary to adopt a 1244 Stock Plan as to the common capital stock of the Corporation.

ARTICLE XII. SUB-CHAPTER S

This Corporation shall perform all actions necessary to adopt Sub-Chapter S status under the Federal Tax Laws.

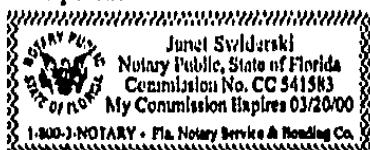


David S. Bowman
Incorporator

I HEREBY CERTIFY that on this 8th day of August, 1996, before me as Notary Public, duly authorized in the state and County aforesaid, to take acknowledgements, personally appeared David S. Bowman, personally known to me or produced his _____ as identification, to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 8th day of August, 1996.

My Commission Expires:



Notary Public
State of Florida at Large

JANET SLOVINSKI
Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

RANGELEY PROPERTY MANAGEMENT, INC., elects to organize under the laws of the state of Florida with its principal office located at c/o David S. Bowman, Esquire, Barnett Bank Plaza, One East Broward Blvd., Suite 700, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the state of Florida.

ACKNOWLEDGEMENT

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

David S. Bowman
David S. Bowman
Registered Agent