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FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R

DEPARTMENT OF STATE

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STATE OF FLORIDA

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409 EAST GAINES STREET

FT LAUDERDALE FL 33302- 00

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (954) 927-6221

FAX: (954) 764-4996

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ARCADIA MANAGEMENT I CORP.

FAX AUDIT NUMBER: H96000011488

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**ARTICLES OF INCORPORATION  
OF  
ARCADIA MANAGEMENT I CORP.**

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Arcadia Management I Corp.

**ARTICLE II - GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be to conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

This corporation is authorized to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles of Incorporation, or any amendment thereof.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - ADDRESS OF CORPORATION  
AND REGISTERED AGENT**

The street and mailing address of the principal office of this corporation shall be 4000 Kingston Terrace, Sarasota, Florida 34238. The street and mailing address of the registered agent of the corporation in the State of Florida shall be Broward Boulevard, 15th Floor, Fort Lauderdale, Florida 33301.

Prepared by: **John A. Stanke, Esq., FL Bar # 331848**  
**Ruden, McClosky, et al., P.O. Box 1900**  
**Fort Lauderdale, Florida 33301**  
**(954) 764-6660**

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**ARTICLE V - REGISTERED AGENT**

The name of the initial registered agent of the corporation is Glen A. Stanke, Esquire.

**ARTICLE VI - BOARD OF DIRECTORS**

- A. The initial number of Directors of this corporation shall be one (1).
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.
- C. The names and mailing addresses of the initial members of the Board of Directors who shall serve until their successors shall have been elected and qualified are:

<b><u>NAME</u></b>	<b><u>MAILING ADDRESS</u></b>
James T. Kalyvan	4000 Kingston Terrace Sarasota, Florida 34238

**ARTICLE VII - INCORPORATOR TO ARTICLES**

The name and mailing address of the incorporator to these Articles of Incorporation is as follows:

<b><u>NAME</u></b>	<b><u>MAILING ADDRESS</u></b>
Glen A. Stanke, Esquire	Ruden, McClosky, Smith, Schuster & Russell, P.A. 200 East Broward Boulevard Post Office Box 1900 Fort Lauderdale, Florida 33302

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Prepared by: Glen A. Stanke, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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**ARTICLE VIII - RESTRICTIONS ON TRANSFERS**

No attempt to transfer either legal or beneficial ownership of any stock or of any interest in stock in the corporation shall be effective unless and until the Secretary of the corporation registers such change of legal or beneficial ownership or interest, as the case may be, in the corporate records. The Secretary shall not register any such transfer in legal or beneficial ownership of any shares or of any interest in shares of the corporation unless and until either 1) stockholders of 51% of the voting stock of the corporation approve of such proposed transfer in writing, or 2) the proposed transferee furnishes an opinion letter of counsel, in form and substance reasonably satisfactory to counsel for this corporation, that the proposed transferee is an eligible shareholder of stock in an "S corporation" under the Internal Revenue Code of 1986, or a corresponding provision of a future revenue law and only if the transferee consents to the corporation's election to be an "S corporation." This Article VIII shall only apply if the corporation, at the time of the proposed transfer of legal or beneficial ownership of its stock, or an interest in its stock is either an "S corporation," as defined in Section 1362(a)(1) of the Internal Revenue Code of 1986 or a corresponding provision of a future revenue law, or if an S corporation election for a tax year beginning within twelve (12) months of the proposed transfer date has been filed with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 16<sup>th</sup> day of

August, 1996.

  
Glen A. Stankoe, Esquire

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Prepared by: Glen A. Stankoe, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

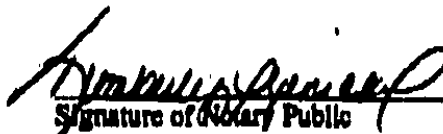
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## STATE OF FLORIDA

## COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Glen A. Stankeo, Esquire, who is personally known to me and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of August, 1996.

  
\_\_\_\_\_  
Signature of Notary Public

Kimberly S. Fenichel  
\_\_\_\_\_  
Typed or printed name of Notary

My commission expires:



Kimberly S. Fenichel  
MY COMMISSION # 0000147 EXPIRES  
August 16, 1999  
ISSUED 1996, 1997 FOR \$100.00, 1998

#96000011488

Prepared by: Glen A. Stankeo, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

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**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service for the above stated corporation, at the place designated in the foregoing Articles, I hereby accept to act in this capacity and agree to comply with the provisions Section 607.0505, Florida Statutes.

  
Glen A. Stanke, Esquire

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by Glen A. Stanke, Esquire, who is personally known to me and who did (not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of August, 1996.

  
Signature of Notary Public

Kimberly S. Fenichel  
Typed or printed name of Notary

My commission expires:



Kimberly S. Fenichel  
MY COMMISSION & COUNTY OFFICE  
August 16, 1998  
BROWARD COUNTY, FLORIDA

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TALLAHASSEE, FLORIDA

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Prepared by: Glen A. Stanke, Esq., FL Bar # 331848  
Ruden, McClosky, et al., P.O. Box 1900  
Fort Lauderdale, Florida 33301  
(954) 764-6660

# P960000068625

10/01/96

FLORIDA DIVISION OF CORPORATIONS  
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(H96000013759 1))

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FAX #: (864) 522-4888

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL,  
CONTACT: ANNE MARIE LA PERLA  
PHONE: (954) 527-6221

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: ARCADIA MANAGEMENT I CORP.

AUDIT NUMBER.....H96000013759

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ARCADIA MANAGEMENT I CORP.**

The following provision of the Articles of Incorporation of Arcadia Management I Corp., a Florida corporation ("Corporation"), filed with the Department of State on August 16, 1996, Charter Number P96000068625, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be Columbus Management I Corp.

The foregoing amendment was adopted by a Corporate Action by the sole Shareholder and the sole Director of this Corporation, as of October 1, 1996.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of October 1, 1996.

*Dr. Anthony R. DeLeonis*  
Anthony R. DeLeonis, President

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FTL:179577.1

Prepared by: Glen A. Stankus, Esquire  
Florida Bar No.: 331848  
Rudin, McClosky, Smith, Schuster & Russell, P.A.  
P.O. Box 1900  
Ft. Lauderdale, FL 33302  
Telephone: (954) 764-6660