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August 9, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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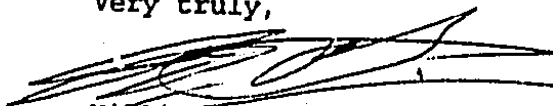
Re: MANNING OF FLORIDA, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Designation for the above-referenced corporation. Also enclosed is a check in the sum of \$122.50 for the filing fee, fee for a certified copy and the fee for the Registered Agent Designation. I have enclosed a self-addressed stamped envelope for your use in forwarding the certified copy of the Article of Incorporation to us.

Please do not hesitate to contact this office should you have any questions with regard to the foregoing.

Very truly,



William P. Harris, Jr.

WPH/md

Enclo.

FILED
23 AUG 15 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-19-96
KR

ARTICLES OF INCORPORATION
OF
MANNING OF FLORIDA, INC.

FILED
55 AUG 15 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation under the laws of the State of Florida, Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME

The name of this Corporation shall be MANNING OF FLORIDA, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation shall be 100 So. Biscayne Boulevard, Ste. 700, Miami, FL 33131. The Board of Directors from time to time may move the principal office to any other address in the State of Florida.

ARTICLE III. NATURE OF BUSINESS AND POWERS

The general purpose of this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of ten cents (\$.10) per share.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

William P. Harris, Jr.
9300 S. Dadeland Blvd., Ste. 308
Miami, Florida 33156

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

The initial Board Of Directors shall consist of one (1) person. However, the number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is: William P. Harris, Jr., 9300 S. Dadeland Blvd., Ste. 308, Miami, FL 33156.

THE UNDERSIGNED, as Incorporator, has executed the foregoing Articles of Incorporation this 9th day of August, 1996.


WILLIAM P. HARRIS, JR., Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
95 AUG 15 PM 1:40
STATE
FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the herein mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

That MANNING OF FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida has named WILLIAM P. HARRIS, JR., located at 9300 S. Dadeland Blvd., Ste. 308, Miami, Florida 33156, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

Dated: August 9th, 1996.


William P. Harris, Jr.
as Registered Agent