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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MANATEE ACQUISITION, INC.

FAX AUDIT NUMBER: H96000011541

CURRENT STATUS: REQUESTED

DATE REQUESTED: 08/19/1996

TIME REQUESTED: 13:14:32

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076077000521

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 AUG 19 PM 1:10

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#96000011541

**ARTICLES OF INCORPORATION
OF
MANATEE ACQUISITION, INC.**

FILED
96 AUG 19 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation shall be:

Manatee Acquisition, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and the mailing address of this Corporation is c/o Bruce D. Gortland, Esquire, 200 East Broward Boulevard, 15th Floor, Ft. Lauderdale, Florida 33301.

**ARTICLE III
AUTHORIZED SHARES**

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV
ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324 and the initial registered agent of this Corporation at that address shall be CT Corporation System.

#96000011541

Prepared by:

Bruce D. Gortland, Esq., FL Bar #0137230
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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**ARTICLE V
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

Bruce D. Goorland
200 East Broward Boulevard, 15th Floor
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 19th day of
August, 1996.



Bruce D. Goorland, Incorporator

896000011541

Prepared by: Bruce D. Goorland, Esq., FL Bar #0137230
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0801, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of MANATEE ACQUISITION, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0805, Florida Statutes.

Dated August 19, 1996

C T CORPORATION SYSTEM

Barbara A. Burke

Barbara A. Burke
Special Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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