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SCOTT DAVID KRUEGER
Attorney at Law

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September 4, 1996

GAINESVILLE (904) 376-3000
OCALA (904) 732-4405
TELEFACSIMILE (904) 373-7347

Via UPS overnight Delivery
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Attention: New filings section

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Re: Incorporation of NewCo Management Company, Inc.

To whom it may concern:

Enclosed please find an original and one copy of the Articles of Incorporation for the above named corporation, as well as a certificate designating Registered Agent/Registered Office, together with our check in the amount of \$122.50 to cover the following costs:

| | |
|-------------------------------------|-----------------|
| Filing Fee | \$ 35.00 |
| Certified copy of Articles Fee | 52.50 |
| Registered Agent Designation Fee | <u>35.00</u> |
| Total | <u>\$122.50</u> |

For your reference, I recently reserved this corporate name with your office.

Thank you in advance for your prompt response in return of a certified copy of the Articles.

Sincerely yours,



Scott David Krueger

enclosures

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

NEWCO MANAGEMENT COMPANY, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is NewCo Management Company, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 4881 N.W. 8th Avenue, Suite 5, Gainesville, Florida 32605.

The mailing address, wherever located, of the corporation is 4881 N.W. 8th Avenue, Suite 5, Gainesville, Florida 32605.

THIRD: The number of shares that the corporation is authorized to issue is One Hundred Thousand (100,000), all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 2622 N.W. 43rd Street, Suite B3, Gainesville, Florida 32606.

The name of the initial registered agent of the corporation at the said registered office is Scott David Krueger, Esq.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Scott David Krueger

Attorney at Law
2622 N.W. 43rd Street
Suite B3
Gainesville, Florida 32606

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

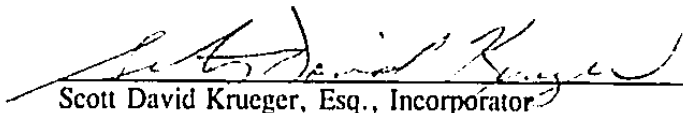
To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholder or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall begin on September 4, 1996.

Date: September 4, 1996



Scott David Krueger, Esq., Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Scott David Krueger, Esq., Registered Agent

Date: September 4, 1996

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