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Quarles & Brady

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December 6, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002024228--7
-12/10/96--01036--012
****122.50 ****122.50

Re: *Coltman, Inc.*

Dear Sir:

Enclosed please find the original Articles of Incorporation and our check in the amount of \$122.50 to cover the following costs with respect to the corporation, :

- | | | |
|----|---|---------|
| 1. | Articles of Incorporation (filing) | \$35.00 |
| 2. | Certified copy of Articles of Incorporation | \$52.50 |
| 3. | Registered Agent Fee | \$35.00 |

Thank you for your assistance in this matter.

Sincerely,

QUARLES & BRADY


Louis D. D'Agostino

LDD:nj
Enclosures

QBNAP1\106066.

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FILED
96 DEC -9 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COLTMAN, INC.**

FILED
96 DEC -9 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation is: COLTMAN, INC.

**ARTICLE II.
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III.
INCORPORATOR**

The name and address of the incorporator is:

Name

Address

Louis D. D'Agostino

4501 Tamiami Trail North, Suite 300
Naples, FL 34103

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: Quarles & Brady, 4501 Tamiami Trail North, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this Corporation at that address is: Louis D. D'Agostino.

**ARTICLE V.
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 1200 Gulf Shore Blvd.
N., Suite 301, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation on the 6th day of December, 1996.

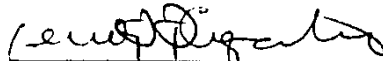


Louis D. D'Agostino, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT COLTMAN, INC., desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business located at 1200 Gulf Shore Blvd. N., Suite
301, Naples, Florida 34102, has named Louis D. D'Agostino, located at Quarles & Brady,
4501 Tamiami Trail North, Suite 300, Naples, FL 34103, as its agent to accept service of
process within Florida.



Louis D. D'Agostino, Incorporator

Dated: December 6, 1996

Having been named to accept service of process for the above-stated corporation, at
the place designated in this Certificate, Louis D. D'Agostino hereby agrees to comply with
the provisions of all statutes relative to the proper and complete performance of its duties.



Louis D. D'Agostino

Dated: December 6, 1996