



THE UNITED STATES
CORPORATION
COMPANY

P96000103562

ACCOUNT NO. : 072100000032

REFERENCE : 201397 4377066

AUTHORIZATION :

COST LIMIT : \$ PRE-PAID

ORDER DATE : December 26, 1996

ORDER TIME : 9:13 AM

ORDER NO. : 201397-005

CUSTOMER NO: 4377066

CUSTOMER: Lawrence M. Hankin, Esq
LAWRENCE M. HANKIN, ESQ

Suite 400, 2033 Main Street

Sarasota, FL 34237

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12/26/96--01016--018
*****70.00 *****70.00

DOMESTIC FILING

NAME: R. B. STEELE MANAGEMENT CO.,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED
95 DEC 26 PM 3:53
TALLAHASSEE, FLORIDA

Dmc
12/26/96
DIVISION OF CORPORATION
96 DEC 26 AM 11:24
RECEIVED

ARTICLES OF INCORPORATION

OF

R. B. STEELE MANAGEMENT CO., INC.

FILED

95 DEC 26 11 3:53

FILED
TALLAHASSEE
FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

R. B. STEELE MANAGEMENT CO., INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock, having a One & 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 921 S. Beneva Road, Sarasota, Florida 34232. The street address of the initial registered office of the corporation shall be 2033 Main Street, Suite 400, Sarasota, Florida 34237, and the name of the initial registered agent of the corporation at that address is: **LAWRENCE M. HANKIN.**

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII. DIRECTORS AND OFFICERS

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

LAWRENCE M. HANKIN 2033 Main Street, Suite 400
Sarasota, Florida 34237

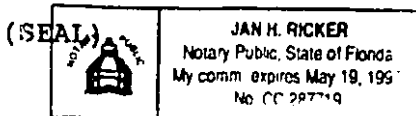
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 24 day of December, 1996.

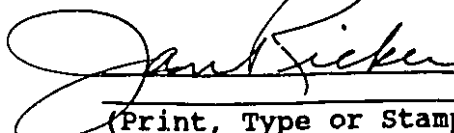


LAWRENCE M. HANKIN

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that the foregoing was acknowledged before me this 24 day of December, 1996, by LAWRENCE M. HANKIN, who is personally known to me.





(Print, Type or Stamp Name)
I am a Notary Public in and for
the State of Florida and my
commission expires _____.

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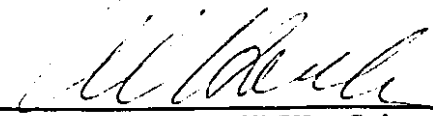
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

TALL

FLORIDA

The following is submitted in compliance with chapter 48.091, Florida Statutes.

R. B. STEELE MANAGEMENT CO., INC., a corporation organized under the laws of the State of Florida, with its principal office at 921 S. Beneva Road, Sarasota, Florida 34232, has named LAWRENCE M. HANKIN, located at 2033 Main Street, Suite 400, Sarasota, Florida 34237, as its registered agent at said initial registered office, to accept service of process within this State.


LAWRENCE M. HANKIN, Subscriber

Having been named to accept service of process for the above corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


LAWRENCE M. HANKIN, Registered Agent