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ACCOUNT NO. : 072100000032

REFERENCE : 205392 80827A

96 DEC 30 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 30, 1996

ORDER TIME : 2:40 PM

ORDER NO. : 205392-005

CUSTOMER NO: 80827A

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-12/31/96--01009--005
****122.50 ****122.50

CUSTOMER: Christian B. Felden, Esq
FELDEN & FELDEN

Suite 416 3838 Tamiami Trail N
Gulf Coast National Bank Bldg.
Naples, FL 34103

DOMESTIC FILING

NAME: HARROLD MANAGEMENT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

RECEIVED
96 DEC 30 PM 3:23
DIVISION OF CORPORATION
PH 12/30/96

ARTICLES OF INCORPORATION

FILED

95 DEC 30 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation.


1. The name of the corporation is **HARROLD MANAGEMENT GROUP, INC.**
2. The address of the corporation is P.O. Box 8357, Naples, Florida 34101
3. The period of its duration is perpetual.
4. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and the State of Florida.
5. The corporation shall have authority to issue seventy-five hundred shares, all of one class, one dollar par value.
6. The address of its initial registered office is 2590 Golden Gate Parkway, Suite 101, Naples, Florida, 33942 and the name of its initial registered agent at said address is Christian B. Felden.
7. The initial Board of Directors shall consist of three (2) members, who need not be residents of the State of Florida or shareholders of the corporation.
8. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

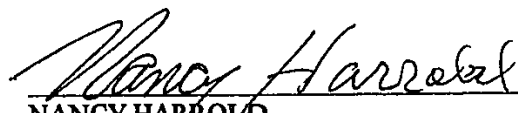
Theodore W. Harrold, 652 Murex Drive, Naples, Florida 34102
Nancy Harrold, 652 Murex Drive, Naples, Florida 34102
9. The names and addresses of the initial incorporators are as follows:

Theodore W. Harrold, 652 Murex Drive, Naples, Florida 34102
Nancy Harrold, 652 Murex Drive, Naples, Florida 34102
10. The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a majority vote of the common stock.

11. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions as shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these Articles of Incorporation at Naples, Collier County, Florida on the 27th day of November, 1996.


THEODORE HARROLD
Incorporator


NANCY HARROLD
Incorporator

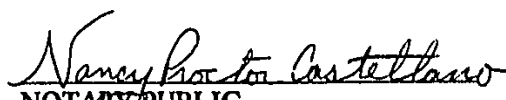
STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, the undersigned authority personally appeared THEODORE HARROLD and NANCY HARROLD, who are to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal in the aforesaid State and County, this 25th day of November, 1996.

personally known
Type of Identification Provided
or personally known


NOTARY PUBLIC
Type Name:
My Commission Expires:



NANCY PROCTOR CASTELLANO
MY COMMISSION # CC335009 EXPIRES
January 3, 1998
BOARDED TITOLI TRUST INSURANCE, INC.

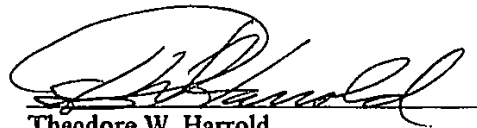
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Theodore W. Harrold, president of HARROLD MANAGMENT GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Christian B. Felden, 2590 Golden Gate Parkway, Suite 101, Naples, Florida, 33942, as its agent to accept Service of Process within Florida.



Theodore W. Harrold
President

Having been named to accept Service of Process for the above stated 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.



Christian B. Felden
Registered Agent

DATED this 27th day of November, 1996.