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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 212619 4728359

AUTHORIZATION *Patricia Pysick*

COST LIMIT : \$ 122.50

ORDER DATE : January 7, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 212619-005 1-3 97

CUSTOMER NO: 4728359

CUSTOMER: Stephanie R. Conn, Legal Asst  
BUSH ROSS GARDNER WARREN &  
RUDY  
220 South Franklin Street  
Tampa, FL 33602

DOMESTIC FILING

NAME: DUNHALL MANAGEMENT COMPANY

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED  
97 JAN -7 PM 2:32  
SECRET  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN -7 AM 11:23  
DIVISION OF CORPORATION

*1-7-97  
KR*

EFFECTIVE DATE  
1-3-97

ARTICLES OF INCORPORATION  
OF  
DUNHALL MANAGEMENT COMPANY

FILED  
97 JAN -7 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is DUNHALL MANAGEMENT COMPANY and its principal office and mailing address is 350 Royal Poinciana Plaza, Suite #3C, Palm Beach, Florida 33480.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on January 3, 1997.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

##### Name

Stephanie R. Conn

##### Address

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 6th day of January, 1997.

  
Stephanie R. Conn

114021.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, DUNHALL MANAGEMENT COMPANY, desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

DUNHALL MANAGEMENT COMPANY

By Stephanie R. Conn  
Stephanie R. Conn, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

John N. Giordano  
John N. Giordano

114021.01

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97 JAN -7 PM 2:33  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA