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William C. Brackfeild
7350-62 S. Tamiami Trail
Sarasota, Florida 34231

Tel:
FAX:

97 JAN -9 AM 10:02
FILED
SECRET
TALLAHASSEE, FLORIDA
(941) 955-5702

January 3, 1997

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*****70.00 *****70.00

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

Re: MANAGEMENT MASTERS, INC.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation, along with \$35.00 filing fee on behalf of the corporation. Please note that the effective date of the corporation is to be January 3, 1997. Should the enclosed be satisfactory, please date stamp one copy and return the same to me in the enclosed, self-addressed envelope.

I have also enclosed the Certificate of Designation of Registered Agent/Registered Office for the Corporation, along with a \$35.00 filing fee on behalf of the corporation.

Thank you for your assistance in this matter.

Sincerely,


William C. Brackfeild

WCB:dp
Enclosures

1-15-97

ARTICLES OF INCORPORATION
OF
MANAGEMENT MASTERS, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

MANAGEMENT MASTERS, INC.
2. Principal office. The principal office of the Corporation is:

7350-62 S. Tamiami Trail
Sarasota, Florida, 34231
3. Mailing Address. The mailing address of the Corporation is:

7350-62 S. Tamiami Trail
Sarasota, Florida, 34231
4. Authorized shares. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock, no par value.
5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors.
6. Registered Agent and Office. The name and address of the initial registered agent is:

William C. Brackfield
7350-62 S. Tamiami Trail
Sarasota, Florida 34231

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with the obligations of the position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

William C. Brackfield
7350-62 S. Tamiami Trail
Sarasota, Florida 34231

Dated this 3 day of January, 1997.



William C. Brackfield
Incorporator/Registered Agent

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 JAN -9 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MANAGEMENT MASTERS, INC.
2. The name and address of the registered agent and office is:
William C. Brackfield
7350-62 S. Tamiami Trail
Sarasota, Florida 34231

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

William C. Brackfield
(Signature)

8 Jan 92
(Date)