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ADMITTED IN FLORIDA
AND NEW YORK

January 8, 1997

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

100002056201--2
-01/14/97--01016--002
***122.50 ***122.50

Re: MID-FLORIDA MANAGEMENT SERVICES, INC.

Dear Sirs:

I enclose the Articles of Incorporation and Certificate Designating Registered Agent for the above referenced corporation, and a check in the amount of \$122.50.

Please file and send me a certified copy of the Articles.

Very truly yours,

James C. Hinckley

James C. Hinckley

JCH/wpf
Encl.

JAN 16

BSB

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97 JAN 13 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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97 JAN 13 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

MID-FLORIDA MANAGEMENT SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: MID-FLORIDA MANAGEMENT SERVICES, INC.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its par value that this corporation is entitled to have outstanding at any time is:

Ten Thousand shares, par value \$1.00

ARTICLE IV TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V INCORPORATOR

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

Sheri Bass
1361 American Elm Drive
Altamonte Springs, FL 32714

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and mailing address of this corporation shall be 1361 American Elm Drive, Altamonte Springs, Florida 32714 and the initial registered agent of this Corporation at such office shall be Sheri Bass, who, upon accepting this

designation, agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for the service of process.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 8th day of January, 1997.

Sheri Bass
Sheri Bass

STATE OF FLORIDA

COUNTY OF ORANGE

Acknowledged and subscribed before me this 8th day of January, 1997 by Sheri Bass.

James C. Hinchley
Notary Public
My Commission Expires:



JAMES C HINCHEY
My Commission CC547583
Expires May. 15, 2000

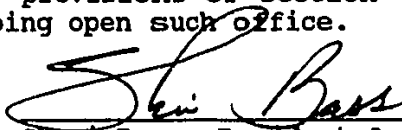
Personally Known ✓ or Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Mid-Florida Management Services, Inc. at 1361 American Elm Drive, Altamonte Springs, FL 32714, the place designated in the Article of Incorporation, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: January 8th, 1997


Sheri Bass, Resident Agent

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TALLAHASSEE, FLORIDA