

P97000009309



ACCOUNT NO. : 072100000032

REFERENCE : 242564 10463A

AUTHORIZATION *Patricia Pijet*

COST LIMIT : \$ 122.50

ORDER DATE : January 30, 1997

ORDER TIME : 10:57 AM

ORDER NO. : 242564-005

700002073927--5

CUSTOMER NO: 10463A

CUSTOMER: Ms. Larissa K. Lincoln
COHEN CHERNAY NORRIS
WEINBERGER & HARRIS
4th Floor
712 U.S. Highway 1
North Palm Bch, FL 33408-7146

DOMESTIC FILING

NAME: BLUE LAKE MANAGEMENT, 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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
97 JAN 30 PM 1:27
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 30 AM 11:33
DIVISION OF CORPORATION

KL
1-30-97

ARTICLES OF INCORPORATION
OF
BLUE LAKE MANAGEMENT, INC.

FILED
97 JAN 30 PM 1:27
SEC.
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, F.S. Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name and Address

The name of this Corporation is: BLUE LAKE MANAGEMENT, INC., and the principal place of business and mailing address of this Corporation shall be 1800 Corporate Blvd., N.W., Ste 300, Boca Raton, Florida 33431.

ARTICLE II - Commencement and Duration

This Corporation shall commence on the date of filing of these Articles and the duration of this Corporation is perpetual.

ARTICLE III - Purpose

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - Stock

The aggregate number of share which this Corporation shall have authority to issue is 1,000 shares of common voting stock at no par value per share.

ARTICLE V - Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

ARTICLE VI - Initial Office and Agent

The street address of this Corporation's initial registered office in Florida is 1800 Corporate Blvd., N.W., Ste 300, Boca Raton, Florida 33431, and the name of its initial registered agent at that address is MICHAEL D. MASANOFF.

ARTICLE VII - Incorporators

The names and address of the incorporators are:

Name

Address

MICHAEL D. MASANOFF

1800 Corporate Blvd., N.W., Ste 300
Boca Raton, FL 33431

ARTICLE VIII - By-Laws

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.

ARTICLE IX - Indemnification

Subject to the qualifications contained in Section 60.0850, Florida Statutes, the Corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the Corporation.

DATED this 28th day of January, 1997.


MICHAEL D. MASANOFF
Incorporator

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

The following is submitted pursuant to 48.091(1) and 607.0501,
Florida Statutes:

BLUE LAKE MANAGEMENT, INC., desiring to
organize under the laws of the State of
Florida, being in the County of Palm Beach at
1800 Corporate Blvd., N.W., Ste 300, Boca
Raton, Florida 33431, has named MICHAEL D.
MASANOFF located at the same address as its
initial Registered Agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated Corporation, at the initial registered office of the
Corporation in this State, I hereby accept to act in this capacity
and agree to comply with the provisions of said statute relative to
keeping the registered office of the Corporation open from 10:00
a.m. to noon each day, except Saturdays, Sundays and legal
holidays, and to post therein a sign designating the name of the
Corporation and the name of its Registered Agent.

DATED this 29th day of January, 1997.


MICHAEL D. MASANOFF

d:\updown\corpsecr\blue.crt

FILED
97 JUN 30 PM 1:27
TALLAHASSEE, FLORIDA