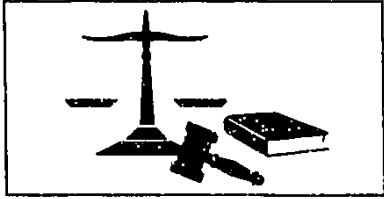


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THOMAS P. McALVANAH, P.A.

Attorney At Law

37818 Hwy. 54 West, Zephyrhills, Florida 33541

Phone: (813) 782-2002

Fax: (813) 788-3852

February 18, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

000002093910--4
-02/21/97--01014--018
****122.50 ****122.50

Re: *Penford Management, Inc.*

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation, in regard to the above. I have also enclosed this firm's check in the amount of \$122.50 to cover your fee for filing. If you have any questions, please do not hesitate to contact me.

Yours truly,

THOMAS P. McALVANAH, ESQUIRE

TPM/kmt
Enclosures

FEB 25

135B

FILED
97 FEB 21 PM 3:44
STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF
PENFORD MANAGEMENT, INC.**

FILED

97 FEB 21 PM 3:46

TALLAHASSEE FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I. NAME

The name of this corporation is **PENFORD MANAGEMENT, INC.**

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Ten Thousand Shares of common stock having a nominal par value of One Dollar per share, all of which shall be common stock, and shall be fully paid and non-assessable. All such stock shall be payable in cash.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars and No Cents (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida, is: 6429 Penn Lane, Zephyrhills, Florida 33541. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than seven (7) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. A quorum for the transaction of business shall be a

majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII. INITIAL DIRECTORS

NAME:	ADDRESS:
NORMAN PENFORD	6429 Penn Lane Zephyrhills, Florida 33541

ARTICLE IX. INITIAL OFFICERS

NAME:	ADDRESS:	OFFICE:
NORMAN PENFORD	6429 Penn Lane Zephyrhills, Florida 33541	President
NORMAN PENFORD	6429 Penn Lane Zephyrhills, Florida 33541	Vice President
NORMAN PENFORD	6429 Penn Lane Zephyrhills, Florida 33541	Secretary
NORMAN PENFORD	6429 Penn Lane Zephyrhills, Florida 33541	Treasurer

ARTICLE X. INCORPORATOR

NAME:	ADDRESS:
NORMAN PENFORD	6429 Penn Lane Zephyrhills, Florida 33541

ARTICLE XI. REGISTERED AGENT

This corporation has named, Norman Penford, 6429 Penn Lane, Zephyrhills, Florida 33541, as its agent to accept service of process within this State.

ARTICLE XII. AMENDMENT

This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Certificate of Incorporation be made.

IN WITNESS WHEREOF, the parties herein have hereunto set their hands and seals the 18th day of February, A.D., 1997.


NORMAN PENFORD

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared NORMAN PENFORD to be the person described in and who executed the foregoing Certificate of Incorporation as incorporator and they acknowledged before me that he subscribed to that Certificate of Incorporation. That he is personally known to me or has produced FL Driver's License as identification.

WITNESS my hand and seal this 18th day of February, A.D., 1997.

Seal/Expiration:




NOTARY PUBLIC-Kristina M. Tali


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First--That PENFORD MANAGEMENT, INC. desiring to organize under the laws of the
State of Florida with its principal office as indicated in the Articles of Incorporation at City of
Zephyrhills, County of Pasco, State of Florida, has named NORMAN PENFORD, 6429 Penn Lane,
Zephyrhills, Florida 33541, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 
NORMAN PENFORD
Registered Agent

FEB 19 1997
97 FEB 21 PM 3:46
TALLAHASSEE, FLORIDA