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J. MARVIN GUTHRIE, P. A.

ATTORNEY AT LAW

SUITE 101 THOMPSON EXECUTIVE CENTER
1230 MYRTLE AVENUE SOUTH
CLEARWATER, FLORIDA 34616

FILED

97 MAY -7 PM 1:12

SECRET
TALLAHASSEE, FLORIDA

J. MARVIN GUTHRIE
BOARD CERTIFIED IN TAXATION

TELEPHONE
(813) 449-1600
FAX
(813) 449-0081

May 5, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: Post Management ^{Corp.} ~~Inc.~~

400002169224--5
-05/07/97--01050--007
****122.50 ****122.50

Dear Sir or Madam:

Enclosed herewith for filing are the Articles of Incorporation and designation of Registered Agent for the above-referenced corporation.

Also enclosed is this firm's check made payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
	\$122.50

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,

J. Marvin Guthrie

JMG:scd
Enclosures

PK
5/9/97

**ARTICLES OF INCORPORATION
OF
POST MANAGEMENT CORP.**

FILED
97 MAY -7 PM 1:12
TALLAHASSEE, FLORIDA

I.

NAME.

The name of this corporation shall be POST MANAGEMENT CORP., and the initial principal office and mailing address of the corporation shall be 6821 W. Hillsborough Avenue, Suite 11, Tampa, FL 33615.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$1.00 par value.

V.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6821 W. Hillsborough Avenue, Suite 11, Tampa, Florida 33615 and the name of the initial registered agent of this corporation at that address is Gregory D. Post.

VI.

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Gregory D. Post	3416 Skysail Place
	Tampa, FL 33607

VII.

INCORPORATOR

The name and address of the person signing these Articles is:

Gregory D. Post	3416 Skysail Place
	Tampa, FL 33607

VIII.

INDEMNIFICATION

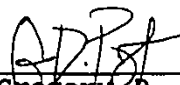
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IX.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of MAY, A.D. 1997.



Gregory D. Post

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the County and State aforesaid, personally appeared GREGORY D. POST, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 5th day of May, A.D. 1997.



(signature)

Susan C. Di Sanza

(printed name)

NOTARY PUBLIC

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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 POST MANAGEMENT CORP. 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 Tampa, Florida, County of Hillsborough, State of Florida,
has named Gregory D. Post, 6821 W. Hillsborough Avenue, Suite
11, Tampa, County of Hillsborough, State of Florida, 33615,
as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (Must be signed by Designated Agent)

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: _____


Gregory D. Post

FILED IN CLERK'S OFFICE

97 MAR -7 PM 1:12