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5/09/97

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001

FROM: CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUT

ACCT#: 076077000355

CONTACT: ANNE ELLIS PHONE: (813) 223-7000

FAX #: (813)229-4133

NAME: GROUP 20 ASSOCIATES, INC.

AUDIT NUMBER..... H97000007695

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES 2

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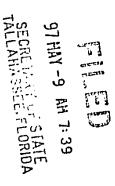
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97 MAY -9 AH 7:39
SECRETARY CT STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF GROUP 20 ASSOCIATES, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is Group 20 Associates, Inc.

ARTICLE II Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is 2100 Constitution Boulevard, Sarasota, Florida 34231.

ARTICLE III Shares

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

ARTICLE IV Initial Registered Agent and Office

The street address of its initial registered office is 232 Mary Drive, Oldsmar, Florida 34677, and the name of its initial registered agent at that address is James Tatsch.

ARTICLE V Incorporator

The name and address of the incorporator are:

Name

Address

James Tatsch

232 Mary Drive Oldsmar, Plorida 34677

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Prepared by:
Hunter J. Brownloo, Esq.
Carlton Fields
P.O. Box 3239
Tampa, PL 33601
Pla. Bar No.: 0066583
Ph: 813-223-7000
Fax: 813-229-4133

T#536983.)

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ARTICLE VI Initial Director

The corporation initially shall have one (1) director, whose name and address is:

Name

Address

James Tatsch

232 Mary Drive Oldsmar, Florida 34677

Dated this Hay of May 1997.

James Tatsch, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office. 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 duties and obligations of my position as registered agent.

Dated this 9th day of May 1997.

James Tatsch, Registered Agent

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SECRETARY OF STATE