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LAW OFFICES  
S. CRAIG WAKEFIELD  
PROFESSIONAL ASSOCIATION  
1400 West Oak Street, Suite A  
Kissimmee, Florida 34741

MAILING ADDRESS  
Post Office Box 421408  
Kissimmee, Florida 34742-1408  
TELECOPIER NUMBER  
(407) 846-3585

S. CRAIG WAKEFIELD\*  
\*Also Admitted Nebraska & Iowa

(407) 846-7113

June 5, 1997

Florida, Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

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-06/12/97--01031--011  
\*\*\*\*122.50 \*\*\*\*122.50

RE: LABREE MANAGEMENT, INC.  
Corporation Filing

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Additionally, I am enclosing our firm check in the amount of \$122.50, which represents the fees and charges for filing the Articles of Incorporation.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Very truly yours,

*Renet McCall*

Renet McCall, Legal Assistant

rm  
Enclosures

625-  
W97-13921

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 10 PM 12:44

6/18/97

LAW OFFICES  
S. CRAIG WAKEFIELD  
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TELECOPIER NUMBER  
(407) 846-3585

June 16, 1997

VIA FEDERAL EXPRESS

Florida, Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Attn: Claretha Golden, Document Specialist

RE: LABREE MANAGEMENT, INC.  
Corporation Filing

Dear Sir/Madam:

Enclosed herewith is the original and a copy of the REVISED Articles of Incorporation for the above-referenced corporation. Please file the original, indicate the filing date on the copy and return the copy to our office.

Our check in the amount of \$122.50, for the filing fees was previously received by you.

Pursuant to your instructions, a copy of your letter dated June 13, 1997, is attached for your convenience.

Thanking you for your assistance on this matter.

Very truly yours,

*Renet McCall*

Renet McCall, Legal Assistant

rm  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 16 10 11 AM '97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 12 PM 12:44

June 13, 1997

S. CRAIG WAKEFIELD, ESQUIRE  
ATTN: RENET MCCALL  
POST OFFICE BOX 421408  
KISSIMMEE, FL 34742-1408

SUBJECT: LABREE MANAGEMENT, INC.  
Ref. Number: W97000013921

We have received your document for LABREE MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 697A00031905

ARTICLES OF INCORPORATION

OF

LABREE MANAGEMENT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 12 5:10:11

ARTICLE I. NAME

The name of this corporation shall be LABREE MANAGEMENT, INC., whose address is 1400 West Oak Street, Suite A, Kissimmee, Florida 34741.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be upon filing. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 7,500 \$1.00 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the

Articles Of Incorporation Of LABREE MANAGEMENT, INC.

preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain  
Transfer Restrictions Imposed By This

Corporation's Articles Of Incorporation, A  
Copy Of Which Is On File At This Corporation's  
Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

WILLIAM M. HITSON  
1400 West Oak Street, Suite A  
Kissimmee, Florida 34741

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

1400 West Oak Street, Suite A  
Post Office Box 421048 (34742-1408)  
Kissimmee, Florida 34741.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: S. CRAIG WAKEFIELD, ESQ.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

S. CRAIG WAKEFIELD, ESQ.  
1400 West Oak Street, Suite A  
Post Office Box 421048 (34742-1408)  
Kissimmee, Florida 34741.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
\_\_\_\_\_  
S. CRAIG WAKEFIELD, ESQ. - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of LABREE MANAGEMENT, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for LABREE MANAGEMENT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 18 PM 12:46

  
S. CRAIG WAKEFIELD, ESQ. - Registered Agent

State Of Florida

County Of Osceola

On May 30, 1997, S. CRAIG WAKEFIELD, ESQ., designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of LABREE MANAGEMENT, INC.

  
Notary Public

 Dorinda Renet McCall  
MY COMMISSION #CC520194 EXPIRES  
(Notary Public - ~~Printed~~ Or Typed Name)  
BONDED THROUGH FAIN INSURANCE, INC.

Commission Expiration Date & Commission Number:

(SEAL)

4-24-2000

#CC520194

Articles Of Incorporation Of LABREE MANAGEMENT, INC.