

CORPORATION OUTFITS

*Corporation Service for Attorneys*

STOCK AND BOND CERTIFICATES  
MINUTE BOOKS, SEAL

**M. BURR KEIM COMPANY**

105 NORTH WATTS STREET  
PHILADELPHIA, PA 19107-1983  
(215) 563-8113  
(FAX) (215) 977-9386  
1-800-533-8113

**P97000055303**

June 16, 1997

EXPEDITED SERVICES  
Office of the Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32301

FILED  
SECRETARY OF STATE  
JUNE 23 AM 10:13

RE: MOUNT ROCK MANAGEMENT CORP.

000002219860--0  
-06/23/97--01102--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ladies/Gentlemen:

Enclosed are Articles of Incorporation, Certificate of Designation Registered Agent/Office and our check in the amount of \$78.75 to cover the filing fee for the above proposed corporation.

Please expedite the filing and return the Certificate of Status to us as soon as possible.

Very truly yours,

M. BURR KEIM COMPANY

  
Robert Worthington

RW:sl  
Enclosure

ap  
6-24-97

ARTICLES OF INCORPORATION  
OF  
MOUNT ROCK MANAGEMENT CORP.

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MOUNT ROCK MANAGEMENT CORP.

ARTICLE II PRINCIPAL OFFICE

The mailing address of this corporation shall be:

251 South Key Palm Road, Boca Raton, FL 33434

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred (100) shares without par value

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Aaron Wesley Wyatt, 251 South Key Palm Road, Boca Raton, FL 33434

ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are:

Aaron Wesley Wyatt	251 South Key Palm Road, Boca Raton, FL 33434
Aaron Wesley Wyatt, Jr.	251 South Key Palm Road, Boca Raton, FL 33434
Lane Fisher	121 South Avenue of the Arts, Suite 1200, Philadelphia, PA 19107

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robert Worthington 105 North Watts Street, Philadelphia, PA 19107

The undersigned has executed these Articles of Incorporation this 10<sup>TH</sup> day of May, 1997.

  
Robert Worthington  
Incorporator

FILED  
SECRETARY OF STATE  
97 JUN 23 AM 10:14

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MOUNT ROCK MANAGEMENT CORP.

2. The name and address of the registered agent and office is:

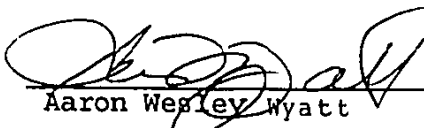
Aaron Wesley Wyatt , 251 South Key Palm Road, Boca Raton, FL 33434

Signature   
Robert Worthington

Title: Incorporator

Date: May 30, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Aaron Wesley Wyatt  
Date: May 30, 1997

FILED  
CLERK OF STATE  
97 JUN 23 AM 10:14