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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 446627 4320888

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 30, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 446627-005

CUSTOMER NO: 4320888

CUSTOMER: Ms. April Haley
LIVINGSTON PATTERSON
STRICKLAND & WEINER, P.A.
46 N. Washington Blvd.

Sarasota, FL 34236

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-06/30/97--01063--014
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DOMESTIC FILING

NAME: RECTANGLE INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

RECEIVED
97 JUN 30 PM 12:11
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 30 PM 11:30
TALLAHASSEE, FLORIDA

8M JUN 30 1997.

FILED

97 JUN 30 PM 12:11

TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
RECTANGLE INVESTMENTS, INC.**

Article I - Name

The name of this corporation is Rectangle Investments, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of one-cent par value common stock.

Article III - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 46 N. Washington Boulevard, #1, Sarasota, Florida 34236.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 N. Washington Boulevard, #1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation at that address is Nevin A. Weiner.

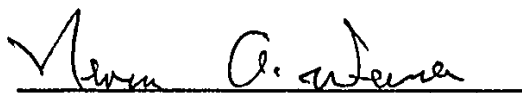
Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Wayne Booth, 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

Article VI - Incorporator

The name and address of the person signing these Articles is Nevin A. Weiner, 46 N. Washington Boulevard, #1, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27th day of June, 1997.


NEVIN A. WEINER, Incorporator

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, NEVIN A. WEINER, having a street address of 46 N. Washington Boulevard, #1, Sarasota, Florida 34236, having been appointed by the directors of RECTANGLE INVESTMENTS, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 N. Washington Boulevard, Suite 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.

2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.


NEVIN A. WEINER

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TALLAHASSEE, FLORIDA