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*Law Office of Terence Matthews*

*Chartered*

*5190 26th Street West, Suite D  
Bradenton, Florida 34207*

*(941) 755-8583*

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-07/15/97--01030--008

\*\*\*122.50 \*\*\*122.50

July 14, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

*Federal Express*

Re: NEW HAVEN MANATEE SUMMER PLACE LIQUIDATION  
CORPORATION

Dear Ladies:

Please find enclosed the original and a duplicate copy of the Articles of Incorporation of this proposed corporation and the Acceptance of the Registered Agent.

Will you kindly endorse your approval of the Articles of Incorporation, certify and return same to us at your earliest convenience.

I am enclosing a check payable to your order in the sum of \$122.50 to cover the following:

Filing Fee	35.00
Certified Copy	52.00
Registered Agent Certification	<u>35.00</u>
TOTAL	122.50

Thank you for your attention to this matter.

Sincerely,

*Cheryl Todt*

Cheryl Todt  
Legal Assistant to  
Terence Matthews

*DMC  
7-16-97*

Encl.

FILED  
97 JUL 15 AM 10:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
NEW HAVEN MANATEE SUMMER PLACE  
LIQUIDATION CORPORATION

FILED

97 JUL 15 AM 10:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE I--NAME

The name of this corporation is NEW HAVEN MANATEE SUMMER PLACE LIQUIDATION CORPORATION and its principal business address is 5190 26th Street West, <sup>Suite D</sup> Bradenton, Florida 34207.

ARTICLE II--DURATION

This corporation shall exist perpetually.

ARTICLE III--PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV--POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V--CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock having a par value of one (1) dollar per share.

ARTICLE VI--PREEMPTIVE RIGHTS

Every shareholder shall have the right to purchase his pro-rata share of any new stock of this corporation of the same kind, class or series as that which he already holds at the price at which it is offered to all other stockholders.

ARTICLE VII--INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is 5190 26th Street West, Suite D, Bradenton, Florida 34207, and the name of the initial registered agent of this corporation at that address is TERENCE MATTHEWS.

ARTICLE VIII--MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation will be managed under the direction of the shareholders of this corporation; the act of stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or proxy, shall be entitled to one vote in person or by proxy for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE IX--INCORPORATOR

The name and address of the person signing these articles is TERENCE MATTHEWS, 5190 26th Street West, Suite D, Bradenton, Florida 34207.

ARTICLE X--BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI--INDEMNIFICATION

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

ARTICLE XII--AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and 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 \_\_\_\_\_ day of July, 1997.

  
TERENCE MATTHEWS

L.S.

STATE OF FLORIDA  
COUNTY OF MANATEE

Before me, a notary public authorized to take acknowledgment in the state and county set forth above, personally appeared TERENCE MATTHEWS, known to me and known by me to be the person signing these Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

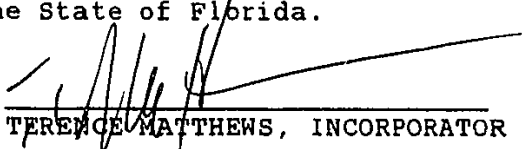
IN WITNESS WHEREOF, I have hereunto set by hand and affixed my official seal, in the state and county aforesaid, this \_\_\_\_\_ day of July, 1997.

\_\_\_\_\_  
Notary Public State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

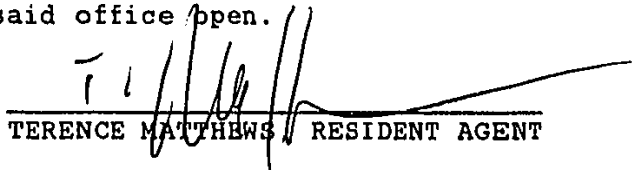
Pursuant to Section 48.091, Florida Statutes, the  
following is submitted:

That NEW HAVEN MANATEE SUMMER PLACE LIQUIDATION  
CORPORATION desiring to organize under the laws of the State  
of Florida with its principal office, as indicated in the  
Articles of Incorporation, in the City of Bradenton, County  
of Manatee, State of Florida has named TERENCE MATTHEWS,  
County of Manatee, State of Florida, as its agent to accept  
service of process within the State of Florida.

  
TERENCE MATTHEWS, INCORPORATOR

ACKNOWLEDGEMENT

Having been named to accept service of process for the  
above named corporation, at the place designated in this  
Certificate, I hereby accept such appointment and agree to  
act in this capacity, and agree to comply with the provision  
of law relating to keeping said office open.

  
TERENCE MATTHEWS, RESIDENT AGENT

FILED  
97 JUL 15 AM 10:07  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA