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TO: DIVISION OF CORPORATIONS
922-4001

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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
66002140

ACCT#: 0766

CONTACT: *Maria Lee*
~~KRISTEN DEGENE~~

PHONE: (813)461-1818

FAX #: (813)

441-8617

NAME: THE MONROE COMPANY

AUDIT NUMBER.....H97000014121

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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*DARLENE is aware that this is
to be filed. Thank you - Maria*

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

THE MONROE COMPANY

ARTICLE I - Name and Address

The name of this corporation is THE MONROE COMPANY. The mailing address of the corporation is: 715 Pinta Drive, Tierra Verde, Florida 33715. The address of the corporation's principal office is 715 Pinta Drive, Tierra Verde, Florida 33715.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 715 Pinta Drive, Tierra Verde, Florida 33715, and the name of the initial registered agent of this corporation at that address is PETER H. MONROE.

ARTICLE V - Incorporator

The name and address of the person signing these Articles are:

Name

Address

PETER H. MONROE

715 Pinta Drive
Tierra Verde, Florida 33715

ARTICLE VI - Indemnification

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

Prepared by: Bruce H. Bokor, Esquire
JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURNS, P.A.
911 Chestnut Street
Clearwater, FL 33756
(813) 461-1818
Florida Bar No. 0150340

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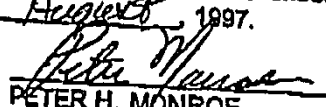
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ARTICLE VII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of August, 1997.


PETER H. MONROE

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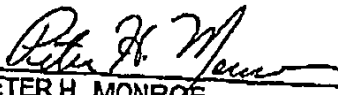
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, THE MONROE COMPANY, desiring to organize under the laws of the State of Florida, hereby designates PETER H. MONROE, located at 715 Pinta Drive, Tierra Verde, Florida 33715, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


PETER H. MONROE

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