

SENT BY: RUDEN MCCLOSKEY

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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: SUSAN OSBORNE
PHONE: (954) 761-2910

ACCT#: 076077000521

FAX #: (954) 764-4996

NAME: WEBB MANAGEMENT COMPANY, INC.

AUDIT NUMBER.....H97000015370

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

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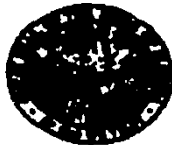
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1997

RUDEN, MCCLOSKEY, SMITH

SUBJECT: WEBB MANAGEMENT COMPANY, INC.
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NAME CONFLICT IS WEBB MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WEBB COLLINS MANAGEMENT COMPANY, INC.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be WEBB COLLINS MANAGEMENT COMPANY,
INC.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to conduct
and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes,
as the same may be from time to time amended.

This corporation is authorized to do anything necessary and proper for the accomplishment
or furtherance of any of the purposes or objectives of this corporation enumerated in these Articles
of Incorporation, or any amendment thereof.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and
have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per
share.

Prepared by: Glen A. Stanke, Esq., FL Bar # 331848
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

**ARTICLE IV - ADDRESS OF CORPORATION
AND REGISTERED AGENT**

The street and mailing address of the principal office of this corporation shall be 15031 Punta Rassa Road, Unit 1006, Ft. Myers, Florida 33908. The street and mailing address of the registered agent of the corporation in the State of Florida shall be 15031 Punta Rassa Road, Unit 1006, Ft. Myers, Florida 33908.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation is Sandra J. Webb.

ARTICLE VI - BOARD OF DIRECTORS

- A. The initial number of Directors of this corporation shall be two (2).
- B. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.
- C. The names and mailing addresses of the initial members of the Board of Directors who shall serve until their successors shall have been elected and qualified are:

NAME

MAILING ADDRESS

Sandra J. Webb

15031 Punta Rassa Road, Unit 1006
Ft. Myers, FL 33908

Anthony V. Collins

4653 Coronado Parkway, Suite 7
Cape Coral, FL 33904

Prepared by: Glen A. Stanke, Esq., FL Bar # 331848
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

ARTICLE VII - INCORPORATOR TO ARTICLES

The name and mailing address of the incorporator to these Articles of Incorporation is as follows:

NAME**MAILING ADDRESS**

Sandra J. Webb

15031 Punta Rassa Road, Unit 1006
Ft. Myers, FL 33908

ARTICLE VIII - RESTRICTIONS ON TRANSFERS

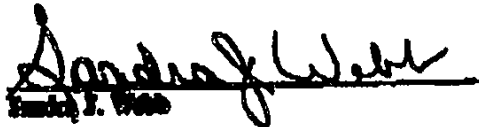
No attempt to transfer either legal or beneficial ownership of any stock or of any interest in stock in the corporation shall be effective unless and until the Secretary of the corporation registers such change of legal or beneficial ownership or interest, as the case may be, in the corporate records. The Secretary shall not register any such transfer in legal or beneficial ownership of any shares or of any interest in shares of the corporation unless and until either 1) stockholders of 51% of the voting stock of the corporation approve of such proposed transfer in writing, or 2) the proposed transferee furnishes an opinion letter of counsel, in form and substance reasonably satisfactory to counsel for this corporation, that the proposed transferee is an eligible shareholder of stock in an "S corporation" under the Internal Revenue Code of 1986, or a corresponding provision of a future revenue law and only if the transferee consents to the corporation's election to be an "S corporation." This Article VIII shall only apply if the corporation, at the time of the proposed transfer of legal or beneficial ownership of its stock, or

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an interest in its stock is either an "S corporation," as defined in Section 1362(a)(1) of the Internal Revenue Code of 1986 or a corresponding provision of a future revenue law, or if an S corporation election for a tax year beginning within twelve (12) months of the proposed transfer date has been filed with the Internal Revenue Service.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 16 day of

September, 1997.


Sandra J. Webb

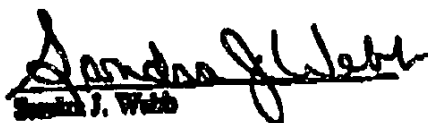
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Sandra J. Webb, hereby accept the appointment as the registered agent of Webb Collins Management Company, Inc., as made in the foregoing Articles of Incorporation.

Dated: Sept. 16, 1997


Sandra J. Webb

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TALLAHASSEE, FLORIDA

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