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October 9, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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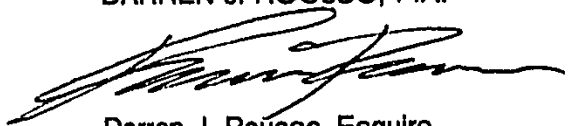
Re: Mio Manatee, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) coy of the Articles of Incorporation for the above-named corporation. The original is to be filed with your office and a certified copy is to be returned to the undersigned in the enclosed self-addressed stamped envelope. Also, enclosed is a check in the amount of \$122.50 to cover fees for the same.

Should you have any questions or comments, please feel free to contact the undersigned, I am

Very truly yours,
DARREN J. ROUSSO, P.A.



Darren J. Rouso, Esquire
For the Firm

DJR:rc

Enc.

DJ/COMP1LTR

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SECRET
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten signature and date: 10/15/97

**ARTICLES OF INCORPORATION
OF**

MIO MANATEE, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, each a person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I: CORPORATE NAME

The name of the corporation shall be: MIO MANATEE, INC.

ARTICLE II: CORPORATE PURPOSE

The corporation is organized for the purpose of transacting any lawful business.

ARTICLE III: CORPORATE EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Florida Department of State.

ARTICLE IV: INITIAL PRINCIPAL OFFICE

The address of the initial principal office of this corporation is:
7536 Thornlee Drive, Lake Worth, Florida 33467.

ARTICLE V: INITIAL BOARD OF DIRECTORS

This corporation shall have no less than one (1) Director. The names and addresses of the Initial Board of Directors are as follows:

Karen F. Obenauer, 7356 Thornlee Drive, Lake Worth, Florida 33467

ARTICLE VI: INITIAL OFFICERS

The name(s) of the initial officer(s) are as follows:

Karen F. Obenauer (President, Vice President, Treasurer and Secretary)

ARTICLE VII: INCORPORATOR

The name and address of each person signing these Articles is: **Darren J. Rousso, Esquire, 20 N.W. 181st Street, Miami, Florida 33169.**


ARTICLE VIII: CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "Common Stock".

ARTICLE IX: REGISTERED AGENT

The name and address of the initial registered agent of this corporation is **Darren J. Rousso, Esquire, 20 N.W. 181st Street, Miami, Florida 33169.**

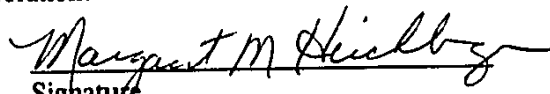
IN WITNESS THEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 9th day of October, 1997.



DARREN J. ROUSSO
SUBSCRIBER/INCORPORATOR

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 10th day of October, 1997, by Darren J. Rousso, who is personally known to me to be the person who executed the foregoing Articles of Incorporation.



Signature
MARGARET M. HEICHBERGER

Printed Name


My Commission Expires



ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

The undersigned, having been named to accept service of process on behalf of the corporation at the location rovided herein, does hereby agree to accept the designation as registered agent.

Dated this 10th day of October, 1997.


DARREN J. ROUSSO, REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA