

STEGER & STEGER, P.A.

ATTORNEYS • AT • LAW

SAM T. STEGER

Board Certified in Estate Planning and Probate
Board Certified in Real Estate Law

KAREN O'BRIEN STEGER

Board Certified in Marital and Family Law

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November 12, 1997

Suite 310
First Union Bank Bldg.
301 East Ocean Blvd.
Stuart, FL 34994
(561) 287-8888
FAX: (561) 220-3518

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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RE: Egret Management, Inc.
Our File No.: 95.218

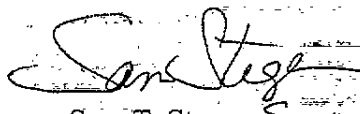
Dear Sir/Madam:

Please file the enclosed Articles of Incorporation for Egret Management, Inc., and return a certified copy to our office in the enclosed envelope.

We have also enclosed our firm check in the amount of \$122.50 to cover the filing fees.

If you require additional information, please do not hesitate to contact our office.
Thank you for your assistance with matter.

Very truly yours,



Sam T. Steger

STS/clr

Enclosures

cc: Mrs. Gina M. Halleran

FILED
97 NOV 24 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY NOV 26 1997

ARTICLES OF INCORPORATION
FOR
EGRET MANAGEMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby form a corporation pursuant to Chapter 607 of the Florida Statutes.

ARTICLE ONE

NAME

The name of this corporation shall be EGRET MANAGEMENT, INC.

ARTICLE TWO

DURATION

This corporation shall have perpetual existence.

ARTICLE THREE

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to offer and issue 1000 shares of \$1.00 par value common stock.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is: 1296 S.W. Egret Way, Palm City, Florida 34990. The name of the initial registered agent of this corporation at that address is: GINA M. HALLERAN

ARTICLE SIX

DIRECTOR

This corporation shall have one (1) director constituting its initial board of directors. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation, but shall never be less than one (1). The names and addresses of the initial members of the board of directors is:

GINA M. HALLERAN
1296 S.W. Egret Way
Palm City, Florida 34990

ARTICLE SEVEN

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation as incorporator is:

GINA M. HALLERAN
1296 S.W. Egret Way
Palm City, Florida 34990

ARTICLE EIGHT

PRINCIPAL OFFICE

The principal office and mailing address of the corporation is: 1296 S.W. Egret Way, Palm City, Florida 34990.

ARTICLE NINE

INDEMNIFICATION

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

ARTICLE TEN

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that to which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE ELEVEN

AMENDMENTS TO ARTICLES AND BY-LAWS

The power to adopt, amend, alter or repeal these Articles of Incorporation as well as the by-laws of this corporation shall be reserved to the shareholders.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation, EGRET MANAGEMENT, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 7th day of November, 1997.


GINA M. HALLERAN

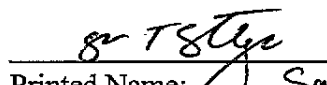
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 7th day of November, 1997.

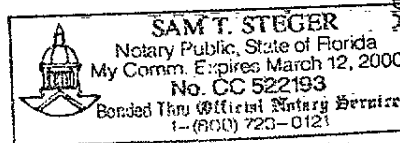

GINA M. HALLERAN

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 7th day of November, 1997, by GINA M. HALLERAN who is personally known to me or who has produced a Florida driver's license as identification and did take an oath.

(NOTARY SEAL)


Printed Name: Sam T. Steger
NOTARY PUBLIC
My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV 24 AM 9:23

FILED