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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: ~~DONNA DEMPSEY~~
PHONE: (561) 394-0500
(561) 394-3862

Rinda Kinloch

FAX #:

NAME: THE LIFE MANAGEMENT COMPANY

AUDIT NUMBER.....H97000020924

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

CERT. OF STATUS..0

PAGES..... 3

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December 17, 1997

VIA TELECOPY/850-922-4001

Secretary of State
 Corporation Division
 409 E. Gaines Street
 Tallahassee, Florida 32302

Dear Sir:

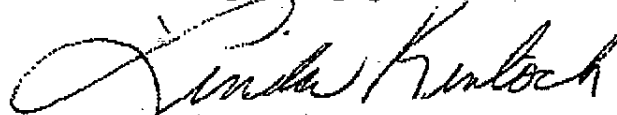
RE: The Life Management Company

Enclosed are the Articles of Incorporation for The Life Management Company.

Please charge our account accordingly and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,


 Linda Kinloch

Attachment
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ARTICLES OF INCORPORATION
OF
THE LIFE MANAGEMENT COMPANY.

ARTICLE I

NAME

The name of this corporation is: The Life Management Company

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized to have outstanding at any time is 5,000 common shares of the par value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:

Thomas E. Sliney, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (561) 394-0500
Florida Bar No. 134723

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TALLAHASSEE, FLORIDA

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ARTICLE V

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 181 Crawford Blvd., Boca Raton, Florida 33432, and the name of the initial registered agent of the Corporation is Lee Burke.

ARTICLE VI

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/ mailing address of the Corporation
is:

181 Crawford Blvd.
Boca Raton, Florida 33432

ARTICLE VII

INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

Cormac C. Conahan
2000 Glades Road
Suite 400
Boca Raton, FL 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation
this 19th day of December, 1997.


Cormac C. Conahan, Incorporator

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CERTIFICATE OF DESIGNATION

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

BY: 

Lee Burke, President

NOCA:17523

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA