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Gale Silberman  
Attorney at Law

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DEC 23 AM 8:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Clearwater, Florida 33759

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December 19, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

000002379920--8  
-12/23/97--01015--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation  
for ELS Management Service, Inc.

Dear Clerk:

Enclosed for filing with your office are an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent and Acceptance for the above-referenced corporation, along with a check in the amount of \$122.50 to cover fees. Please return a certified copy to the undersigned at the above address.

Thank you in advance for your attention to this matter.

Very truly yours,

  
GALE SILBERMANN

GS/jgc  
Enclosures  
cc: Ellen L. Streich

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P. Hall  
DEC 26 1997

ARTICLES OF INCORPORATION  
OF  
ELS MANAGEMENT SERVICE, INC.

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1 - NAME:** The name of this Corporation is:

ELS MANAGEMENT SERVICE, INC.

**ARTICLE 2 - DURATION:** The term of existence of the Corporation is perpetual.

**ARTICLE 3 - PURPOSE:** This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE 4 - CAPITAL STOCK:** This Corporation is authorized to issue One Hundred (100) shares of common stock, having a par value of One Dollar (\$1.00) per share.

Each share of capital stock shall entitle the holder thereof to one (1) vote at any stockholder meeting and otherwise participate in all such meetings and the assets of the Corporation. The stock shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of said shares. The stock may be paid for in lawful money of the United States of America, or in property, labor or services.

**ARTICLE 5 - PRE-EMPTIVE RIGHTS:** The stockholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the Board of Directors.

**ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT:**

A. Registered Office: The address of the initial registered office of this Corporation is:

Peel, Schatzel & Wells, P.A.  
500 94th Avenue North  
St. Petersburg, FL 33706

B. Registered Agent: The name of the initial registered agent of this Corporation at that address is:

Peter Schatzel  
500 94th Avenue North  
St. Petersburg, FL 33706

**ARTICLE 7 - INITIAL BOARD OF DIRECTORS:** This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one. The name and address of each initial director of this corporation is:

Ellen L. Streich

**ARTICLE 8 - INCORPORATOR:** The name and post office address of the sole incorporator is:

Ellen L. Streich  
9125 U.S. Hwy. 19 North  
Pinellas Park, Florida 33782

**ARTICLE 9 - INDEMNIFICATION.** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE 10 - AMENDMENT:** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of December, 1997.

  
Ellen L. Streich

STATE OF FLORIDA  
COUNTY OF PINELLAS

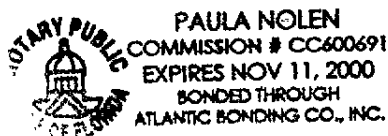
The foregoing instrument was acknowledged before me this 18 day of December, 1997 by Ellen L. Streich, who is personally known to me.

  
Notary Public

(Type Name)  
(Type Serial Number)

My Commission Expires: 11/11/2000

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CERTIFICATE DESIGNATING REGISTERED AGENT AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


In compliance with §§48.091 and 607.0501, Florida Statutes,  
the following is submitted:

FIRST that ELS MANAGEMENT SERVICE, INC. desiring to organize  
under the laws of the state of Florida, with its principal place of  
business at 9125 U.S. Hwy. 19 North, Pinellas Park, FL 33782, has  
named Peter Schatzel, as its agent to accept service of process  
within Florida.

Dated: December 16, 1997

  
Ellen L. Streich

I HEREBY ACCEPT the designation of Registered Agent to accept  
service of process for the Florida corporation, ELS Management  
Service, Inc., and I further agree to comply with the provisions of  
all statutes relative to the proper performance of my duties.

  
Peter Schatzel