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ATTORNEYS AT LAW

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REPLY TO: POST OFFICE DRAWER 1000
FORT MYERS, FLORIDA 33902
FACSIMILE (941) 337-7968

January 22, 1998

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

Re: A Mangrove Management Company, Inc.

In regard to the above-referenced corporation, you will please find enclosed the following:

1. Original and one copy of Articles of Incorporation,
2. My check in the amount of \$122.50, to cover the following:

Filing Fee:	\$35.00	100002411841--5
Registered Agent:	35.00	-01/26/98--01096--002
Certified Copy:	52.50	****122.50 ****122.50
TOTAL AMOUNT:	\$122.50	

Please file these Articles of Incorporation and forward a certified copy to the undersigned at your earliest convenience. Thank you for your assistance.

Very truly yours,

Thomas F. Kiesel

Thomas F. Kiesel

TFK/ms
Enclosures: as stated
cc: Mr. and Mrs. Mark Rogers

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 12:18

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ARTICLES OF INCORPORATION
OF
A MANGROVE MANAGEMENT COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 12:18

ARTICLE I

Name

The name of this corporation is A MANGROVE MANAGEMENT COMPANY, INC., and its address is 8400 Cypress Drive North, Fort Myers, Florida 33912.

ARTICLE II

Purpose

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

ARTICLE III

Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

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 which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8400 Cypress Drive North, Fort Myers, Florida 33912,

and the name of the initial registered agent of this corporation at that address is SARANA ROGERS.

ARTICLE VI

Initial Board of Directors

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and addresses of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
MARK ROGERS	8400 Cypress Drive North Fort Myers, Florida 33912
SARANA ROGERS	8400 Cypress Drive North Fort Myers, Florida 33912

ARTICLE VII

Initial Officers

The name and post office address of the President, Vice-President, and Secretary-Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
MARK ROGERS	8400 Cypress Drive North Fort Myers, Florida 33912	President
SARANA ROGERS	8400 Cypress Drive North Fort Myers, Florida 33912	Secretary- Treasurer

ARTICLE VIII

Incorporator

The name(s) and address(es) of the person(s) signing these Articles as subscriber(s) to the corporation, together with the number of shares each agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
MARK ROGERS	8400 Cypress Drive North Fort Myers, Florida 33912	100
SARANA ROGERS	8400 Cypress Drive North Fort Myers, Florida 33912	100

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

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

ARTICLE XII

Compensation

The directors and all other officers of this corporation shall

serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

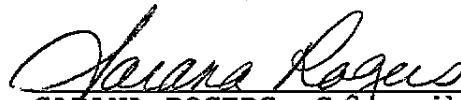
ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision 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 have executed these Articles of Incorporation this 22 day of January, 1998.

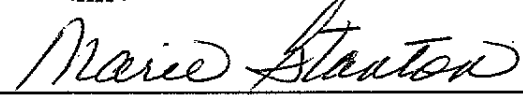

MARK ROGERS, Subscriber


SARANA ROGERS, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 22 day of January, 1998, by MARK ROGERS and SARANA ROGERS, who are () personally known to me or who have (XX) produced Florida Driver Licenses as identification and who () did or (XX) did not take an oath.

Signature of Notary Public 
Type/Print Name of Notary Marie Stanton
Commission Number CC616533
Commission Exp. Date March 9, 2001



Marie Stanton
My Commission CC616533
Expires March 9, 2001

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


SARANA ROGERS, Registered Agent

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DIVISION OF CORPORATIONS
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