MICHAEL MALISZEWSKI, P.A.

ATTORNEY AT LAW

215 S. FEDERAL HIGHWAY SUITE 100 STUART, FLORIDA 34994 (561) 223-7010

000002418920--1 -02/02/98--01113--002

*****70.00 *****70.00

P98000010936

January 28, 1998

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

SUBJECT: Filing for Articles of Incorporation

Success Management, Inc.

Dear Madam/Sir:

Enclosed is an original Articles of Incorporation and Registered Agent election for Success Management, Inc. Kindly file these documents and return the confirmation certificate to my office. My check for \$ 70.00 is enclosed to cover for the fee.

Thank you kindly for your assistance.

Very truly,

Michael Malt
Michael Maliszewski, Esq.

SECRETARY OF STATE OF CORPORATIONS
98 FEB -2 AM 8: 11

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF

98 FEB -2 AM 8: 11

INCORPORATION OF

SUCCESS MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

ARTICLE ONE NAME

The name of the corporation is Success Management, Inc.

ARTICLE TWO PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 9580 South U.S. Highway One, Port St. Lucie, Florida, 34952.

ARTICLE THREE CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

- 1. To engage in the business of rental management services.
- 2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.
- 3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or
- (2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Robert T. Quinn, and the name of its initial registered agent at such address, is 9580 South U.S. Highway One, Port St. Lucie, Florida, 34952.

ARTICLE SEVEN DIRECTOR(S)

The number of directors constituting the corporation's initial board of directors is ONE. The name and address of each person who is to serve as a member of the initial board of directors is:

Name

Address

Robert T. Quinn

9580 South U.S. Highway One, Port St. Lucie, Florida, 34952

ARTICLE EIGHT INCORPORATOR(S)

The name and address of each incorporator is:

Name

Address

Robert T. Quinn

9580 South U.S. Highway One, Port St. Lucie, Florida, 34952

Executed by the undersigned at Port St. Lucie, Florida, on January 28, 1998.

Robert T. Quinn, Incorporator

STATE OF FLORIDA) SS

COUNTY OF MARTIN)

The foregoing Articles of Incorporation were acknowledged before me this ________ day of ________, 1998, by Robert T. Quinn, who is [v] personally known to me or who [] produced _______ as identification and who did take an oath.

NOTARY PUBLIC

My Commission Expires:

ROSEMARIE ROBITAILLE
MY COMMISSION # CC 534238
EXPIRES: Juna 4, 2000
Bonded Thru Notary Public Underwriters

ACCEPTANCE OF REGISTERED AGENT

FOR

SUCCESS MANAGEMENT, INC.

I, Robert T. Quinn, having been named to accept service of process, for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 78 day of January , 1998.

Robert T. Quinn, REGISTERED AGENT

9580 South U.S. Highway One Port St. Lucie, Florida, 34952