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February 17, 1998

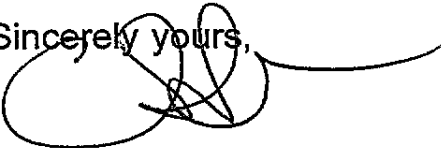
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SUBJECT: VERO PROFESSIONAL PROPERTIES, INC.

Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation, a Certificate of Designation of Registered Agent/Registered Office, and a check for \$78.75 (filing fee and certificate).

Sincerely yours,


Charles A. Sullivan, Sr.
/ml
enclosures

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DIVISION OF CORPORATIONS
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02-19-98

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

VERO PROFESSIONAL PROPERTIES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

1259 37th Street
Vero Beach, Florida 32960

The mailing address of this corporation shall be:

31 Royal Palm Boulevard
Vero Beach, Florida 32960

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Eight Thousand (8,000)
\$1.00 par value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

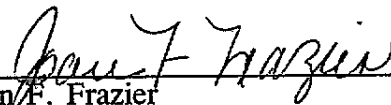
Joan F. Frazier
31 Royal Palm Boulevard
Vero Beach, Florida 32960

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Joan F. Frazier
31 Royal Palm Boulevard
Vero Beach, Florida 32960

The undersigned incorporator has executed these Articles of Incorporation this 14th day of February 1998.


Joan F. Frazier

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is VERO PROFESSIONAL PROPERTIES, INC.
2. The name and address of the registered agent and office is:

Joan F. Frazier
31 Royal Palm Boulevard
Vero Beach, Florida 32960

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Joan F. Frazier

Date

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