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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 724425 4329325

AUTHORIZATION :

*Patricia Pyjunt*

COST LIMIT : \$ 122.50

ORDER DATE : March 2, 1998

ORDER TIME : 10:40 AM

ORDER NO. : 724425-005

CUSTOMER NO: 4329325

900002443889--8

CUSTOMER: Ms. Pam Dinunzio  
BRANT MOORE MACDONALD & WELLS,  
P.A.  
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: THE RIGHT SIDE MANAGEMENT  
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR -2 PM 1:54

RECEIVED  
98 MAR 19 AM 11:39  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF  
THE RIGHT SIDE MANAGEMENT GROUP, INC.

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ARTICLE I - NAME

The name of this Corporation is THE RIGHT SIDE MANAGEMENT GROUP, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be one hundred (100) shares of common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Margaret R. Brant	1181 Spencer Lane Jacksonville, Florida 32259
Greg Walski	59 S. Saint Andrews Drive Jacksonville, Florida 32174
Charles Becky	1660-5 Beach Avenue Atlantic Beach, Florida 32233
William P. Brant	50 North Laura Street, Suite 3100, Jacksonville, Florida 32202

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

William P. Brant	50 North Laura Street, Suite 3100, Jacksonville, Florida 32202
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ARTICLE X - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT


The street address of the initial registered office of this Corporation is Brant, Moore, Macdonald & Wells, P.A., 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is William P. Brant, Esq.

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XIII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)  
William P. Brant

Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for THE RIGHT SIDE MANAGEMENT GROUP, INC., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

BRANT, MOORE, MACDONALD  
& WELLS, P.A.

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By:

Its:

118172.1

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