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AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : April 15, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 782070-005

CUSTOMER NO: 4352702

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CUSTOMER: William G. Lambrecht, Esq  
WILLIAMS PARKER HARRISON DIETZ  
& GETZEN  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC FILING

NAME: THOMPSON MANAGEMENT  
ENTERPRISES CORP.

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: Robert Maxwell

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

P-Mail APR 15 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**THOMPSON MANAGEMENT ENTERPRISES CORP.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is: \_\_\_\_\_

Thompson Management Enterprises Corp. \_\_\_\_\_

2. Principal Office. The principal office of the Corporation is:

1771 South Creek Drive  
Osprey, FL 34229

3. Mailing Address. The mailing address of the Corporation is: \_\_\_\_\_

1771 South Creek Drive  
Osprey, FL 34229

4. Authorized Shares. The Corporation is authorized to issue 1,000,000 shares of common stock having a \$1.00 par value per share. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for shares.

5. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

6. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

William G. Lambrecht  
200 S. Orange Avenue  
Sarasota, FL 34236


By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

7. Incorporator. The name and address of the incorporator of the Corporation is:

William G. Lambrecht  
200 S. Orange Avenue  
Sarasota, FL 34236

8. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 14th day of April 1998.

  
William G. Lambrecht  
Incorporator and Registered Agent

WGL-314876.1

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA