

TERRY T. NEAL, P.A.
ATTORNEY AT LAW

P98000060127

July 1, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-07/06/98--01118--008
****122.50 ****122.50

Re: MANAGEMENT ONE, INC.

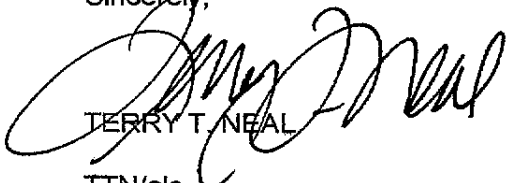
Gentlemen:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is this firm's trust account check in the amount of \$122.50 which represents the filing fee, resident agent fee and fee for one certified copy of the Articles of Incorporation. Enclosed is a self-addressed, stamped envelope for your use in furnishing me a certified copy of the Articles.

If you have any questions, please do not hesitate to call me.

Sincerely,



TERRY T. NEAL

TTN/als
Enclosures

Corporations\SecretaryState\Letter

FILED
98 JUL -6 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUL - 6 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MANAGEMENT ONE, INC.

The undersigned incorporators hereby associate themselves together to form a corporation under Chapter 607, Florida Statutes.

ARTICLE I
NAME

The name of the corporation is MANAGEMENT ONE, INC. and its principal place of business is 25413 Waterbrook Court, Leesburg, Florida, with a mailing address of 25413 Waterbrook Court, Leesburg, FL 34748.

ARTICLE II
GENERAL PURPOSE

The general purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have the authority to issue is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed by the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent of this corporation and the initial registered office are:

NOREEN MESSINA
25413 Waterbrook Court
Leesburg, FL 34748

ARTICLE VI
MANAGEMENT

Pursuant to the provisions of Section 607.0801(3), Florida Statutes, the business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

ARTICLE VII
OFFICERS

The names and mailing addresses of each of the officers of the corporation are:

President/Treasurer	NOREEN MESSINA 25413 Waterbrook Court Leesburg, FL 34748
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Vice-President/ Secretary	JOSEPH MESSINA 25413 Waterbrook Court Leesburg, FL 34748
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ARTICLE VIII
INCORPORATORS

The names and addresses of each of the incorporators are:

<u>Name</u>	<u>Address</u>
NOREEN MESSINA	25413 Waterbrook Court Leesburg, FL 34748
JOSEPH MESSINA	25413 Waterbrook Court Leesburg, FL 34748

ARTICLE IX
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.


ARTICLE X
BYLAWS

The power to adopt, amend or repeal the Bylaws shall be reserved to the shareholders of this corporation.

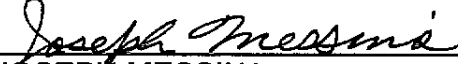
ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 1ST day of July, 1998.



NOREEN MESSINA

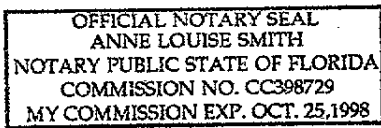


JOSEPH MESSINA

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared NOREEN MESSINA and JOSEPH MESSINA, personally known to me to be the persons described in and who executed the foregoing document and who acknowledged before me that they executed the same for the uses and purposes set forth therein, and the said NOREEN MESSINA is personally known to me _____ (yes/no) or who produced State of Florida Driver's License No. FL M 250-625-48-801-0 as identification, and said JOSEPH MESSINA is personally known to me _____ (yes/no) or who produced State of Florida Driver's License No. FL M 250-481-43-420-0 as identification.

1st WITNESS my hand and official seal in the State and County last aforesaid this day of July, 1998.



Anne Louise Smith
Signature of Notary

ANNE LOUISE SMITH
Print Name of Notary
NOTARY PUBLIC-STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the place designated in these Articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Noreen Messina
NOREEN MESSINA
Registered Agent

FILED
98 JUL -6 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA