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LANE TROHN  
ATTORNEYS AT LAW

ROBERT J. BERTRAND  
ATTORNEY AT LAW

ROBERT J. BERTRAND  
ROBERT M. BRUSH  
HANK B. CAMPBELL  
MARK G. CAPRON  
CHRISTINE C. DALY  
MICHAEL S. FARRELL  
CHRISTOPHER M. FEAR  
MITCHELL D. FRANKS  
STEPHEN B. FRENCH  
DAVID D. HALLOCK, JR.  
JACK P. JAMES, III  
MARK N. MILLER  
PATRICK J. MURPHY  
E. ALEXANDER PUJOL  
GARY S. RABIN  
KINGSWOOD SPROTT, JR.  
ROBERT G. STOKES  
JANET M. STUART  
JONATHAN S. TROHN  
ROBERT L. TROHN  
JOHN K. VREELAND  
TED W. WEEKS, III  
LOUISE D. WILKINSON  
A. H. LANE (RETIRED)

October 19, 1998

VIA FEDERAL EXPRESS

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32314

500002668965--8  
-10/21/98--01044--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE  
10-20-98

Re: Citrus Partners Management, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation for a new Florida corporation to be known as Citrus Partners Management, Inc. Please file the original Articles and return the copy to me, duly certified to show the date of filing.

Please note that corporate existence is to commence as of the date of the execution and acknowledgment of the Articles.

Our search of the Secretary of State's On-Line Records indicate that the only entity registered in Florida with a potentially conflicting name is Citrus Partners, Ltd., an Illinois limited partnership authorized to transact business in Florida. Enclosed please find the original of a consent letter duly executed on behalf of Citrus Partners, Ltd. specifically consenting to the formation of Citrus Partners Management, Inc.

Also enclosed is this firm's check in the amount of \$78.75 to cover the following:

Filing Fee	\$70.00
Certified Copy Fee	\$ 8.75

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2213. Thanking you for your usual cooperation, I am

Yours very truly,

Robert J. Bertrand

RJB/mcd  
Enclosures  
xc: Citrus Partners Management, Inc.

B. BROCK OCT 21 1998

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DIVISION OF CORPORATIONS  
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LANE, TROHN, BERTRAND & VREELAND, P.A.

ONE LAKE MORTON DRIVE • P.O. Box 3 • LAKELAND, FLORIDA 33802-0003 • PHONE (941) 284-2200 • FAX (941) 688-0310

WWW.LANETROHN.COM

**CITRUS PARTNERS, LTD.  
2060 80 Foot Road  
Bartow, Florida 33830**

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32314

Dear Sir or Madam:

The undersigned is the President of CPL, Inc., a Florida corporation, which is the General Partner of Citrus Partners, Ltd., an Illinois limited partnership authorized to transact business in Florida. The purpose of this letter is to confirm the consent of Citrus Partners, Ltd. to the formation of a Florida corporation with the name "Citrus Partners Management, Inc.".

DATED this 20th day of October, 1998.

CITRUS PARTNERS, LTD.

By: CPL, Inc., a Florida corporation

By: W. Garvie Hall  
W. Garvie Hall,  
its President

(CORPORATE SEAL)

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ARTICLES OF INCORPORATION  
OF  
CITRUS PARTNERS MANAGEMENT, INC.

ARTICLE I - NAME

EFFECTIVE DATE  
10-20-98

The name of this corporation is CITRUS PARTNERS MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 2060 80 Foot Road, Bartow, Florida 33830, and the mailing address of this corporation is 2060 80 Foot Road, Bartow, Florida 33830.

ARTICLE III - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2060 80 Foot Road, Bartow, Florida 33830 and the name of the initial registered agent of this corporation at that office is W. Garvie Hall.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

W. Garvie Hall  
2060 80 Foot Road  
Bartow, Florida 33830

Byram E. Dickes  
100 South Wacker Drive  
Suite 1140  
Chicago, Illinois 60606

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Robert J. Bertrand, Esquire  
Lane, Trohn, Bertrand & Vreeland, P.A.  
One Lake Morton Drive  
Post Office Box 3  
Lakeland, Florida 33802-0003

ARTICLE IX - INDEMNIFICATION

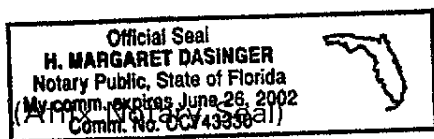
This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of October, 1998.

  
\_\_\_\_\_  
ROBERT J. BERTRAND, Incorporator

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 20<sup>th</sup>  
day of October, 1998, by Robert J. Bertrand, who is personally known to me and who  
did not take an oath.



H. Margaret Dasinger  
NOTARY PUBLIC, State of

Florida at Large

Print name: H. Margaret Dasinger

My commission expires: June 26, 2002

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO  
ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE  
PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY  
ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT  
IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE  
PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER  
CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE  
OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:

W. Garvie Hall

W. GARVIE HALL

DATE: 10/20, 1998

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