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October 21, 1998

Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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-10/23/98--01027--005
*****122.50 *****78.75

RE: Mary F. Rafferty, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation of Management Professionals, Inc. together with a check in the sum of \$122.50 representing the following:

Filing Fees	\$35.00
Certified Copy	\$52.50
Registered Agent Designation	<u>\$35.00</u>

Once the Articles have been approved and file, please forward a certified copy to this office.

Thank you for your assistance in this matter.

Sincerely yours,


William H. Grace

WHG:las
Enclosures

FILED
98 OCT 23 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/26/98
mm

ARTICLES OF INCORPORATION

OF

MARY F. RAFFERTY, INC.

ARTICLE I

(NAME)

The name of this corporation is MARY F. RAFFERTY, INC.

ARTICLE II

(DURATION)

The corporation shall exist perpetually, unless sooner terminated according to law. Its existence shall commence upon the signing of these Articles.

ARTICLE III

(PURPOSE)

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

(CAPITAL STOCK)

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$10.00 per share.

ARTICLE V

(INITIAL REGISTERED AGENT)

The street address of the initial registered office of this corporation is 11271 Heidi Lee Lane, Fort Myers, Florida 33908, which address is also the principal office of the corporation, and the name of the initial registered agent of this corporation at that address is MARY F. RAFFERTY.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

(INITIAL BOARD OF DIRECTORS)

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

Mary F. Rafferty
11271 Heidi Lee Lane
Fort Myers, FL 33908

ARTICLE VII

(INCORPORATOR)

The name and address of the person signing these Articles is:
Mary F. Rafferty, 11271 Heidi Lee Lane, Fort Myers, FL 33908.

ARTICLE VIII

(Voting Rights)

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX

(AMENDMENT)

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of October, 1998.

Mary F. Rafferty
MARY F. RAFFERTY

STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned, a Notary Public authorized to take acknowledgments in the State and County aforesaid, this 21st day of October, 1998, personally appeared, MARY F. RAFFERTY, who is known to me and known to be the person who executed the foregoing Articles of Incorporation, who is personally known to me or who has produce n/a as identification and who did take an oath.

WITNESS my hand and seal this 21st day of October, 1998.

PRINT NAME OF NOTARY PUBLIC

[Signature]
NOTARY PUBLIC

My Commission Expires:

OFFICIAL NOTARY SEAL
LAURA A STRAUSS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC671217
MY COMMISSION EXP. SEPT 2, 2001

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated 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.

Mary F. Rafferty
MARY F. RAFFERTY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA