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OF COUNSEL:

JAMES W. ELKINS

BOARD CERTIFIED REAL

ESTATE ATTORNEY

E-MAIL: CPWJ@napleslaw.com

December 10, 1998

Via Federal Express

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/11/98--01059--024
****122.50 *****78.75

Re: Manatee Matt. Inc.

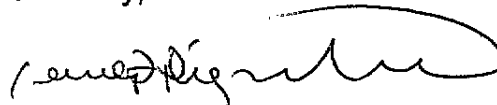
Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation for Manatee Matt, Inc. Also enclosed is our check in the amount of \$122.50 to cover the following fees:

Filing: Articles of Incorporation	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>
	\$122.50

Upon filing, please return the certified copy of the Articles using the enclosed Federal Express airbill.

Sincerely,



Louis D. D'Agostino
For the Firm

LDD/jan

Enclosures

cc: Mr. Matthew DeRose

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MANATEE MATT, INC.**

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation is: **MANATEE MATT, INC.**

**ARTICLE II.
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is 1,000 common shares. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

**ARTICLE III.
INCORPORATOR**

The name and address of the incorporator are:

Name

Address

Louis D. D'Agostino

Cheffy, Passidomo, Wilson & Johnson, LLP
821 Fifth Avenue South, Suite 201
Naples, Florida 34102

**ARTICLE IV.
INITIAL REGISTERED OFFICE AND AGENT**

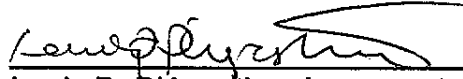
The street address of the initial registered office of this Corporation is: 821 Fifth Avenue South, Suite 201, Naples, Florida 34102, and the name of the initial registered agent of this Corporation at this address is Louis D. D'Agostino.

**ARTICLE V.
PRINCIPAL OFFICE**

The address of the principal office of this Corporation shall be 27046 Belle Rio Drive, Bonita Springs, Florida 34135.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
of Incorporation on this 10th day of December, 1998



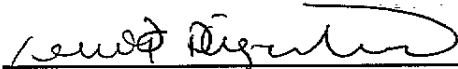
Louis D. D'Agostino, Incorporator

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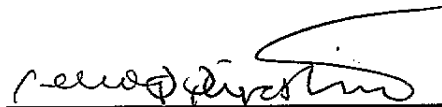
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT MANATEE MATT, INC., desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business located at 27046 Belle Rio Drive,
Bonita Springs, Florida 34135, has named Louis D. D'Agostino, located at 821 Fifth
Avenue South, Suite 201, Naples, Florida 34102, as its agent to accept service of process
within Florida.


Louis D. D'Agostino, Incorporator
Dated: December 10, 1998, 1998

Having been named to accept service of process for the above-stated corporation,
at the place designated in this Certificate, Louis D. D'Agostino hereby agrees to comply
with the provisions of all statutes relative to the proper and complete performance of its
duties.


Louis D. D'Agostino, Incorporator
Dated: December 10, 1998

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA