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CLUB MANHATTAN, INC.
15719 Hellen K. Drive
Spring Hill, FL. 34610
Tel. (727) 856-2111

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 15 PM 4:07

February 25, 1999

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

RE: CLUB MANHATTAN, INC.

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*****87.50 *****87.50

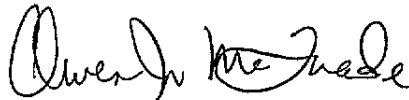
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$ 87.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee For Registered Agent Designation for the above named corporation.

Very truly yours,

CLUB MANHATTAN, INC.



Owen J. McQuade
President

ARTICLES OF INCORPORATION

OF

CLUB MANHATTAN, INC.

SECRET
DIVISION OF STATE
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The undersigned subscriber(s) to these Articles of Incorporation natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation shall be:

CLUB MANHATTAN, INC.

ARTICLES II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporate is authorized to issue 1,000 shares (common) of ONE Dollar(s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

1. The sum of the value of all of the Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.
2. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.
3. If any of the Shareholders decides to sell it's own shares; the corporation shall have the first right to buy back the shares and hold as Treasury Stock; the Second right will be to the holders of the outstanding Capital Stock in proportion to their existing holding of share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: CLUB MANHATTAN, INC.
ADDRESS: 15719 Hellen K. Drive
CITY: Spring Hill, Fl. 34610

The name and street address of the Initial Registered Agent of this Corporation:

NAME: Owen J. McQuade
ADDRESS: 15719 Hellen K. Drive
CITY: Spring Hill, Fl. 34610

ARTICLE VI - 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 by the By-Laws, but shall never be less than one (1). The names and address of the initial directors(s) of the corporation are as follows:

NAME: Owen J. McQuade - President
ADDRESS: 15719 Hellen K. Drive
CITY: Spring Hill, Fl. 34610

NAME: Yolanda Mercado - Secretary/Treasury
ADDRESS: 15719 Hellen K. Drive
CITY: Spring Hill, Fl. 34610

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME: Owen McQuade
ADDRESS: 15719 Hellen K. Drive
CITY: Spring Hill, Fl. 34610

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

NAME:
ADDRESS:
CITY:

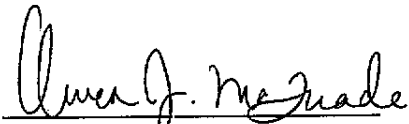
ARTICLE VIII - SHAREHOLDER POWER

- 1. A affirmative vote of three-fourths of the shares of the corporation shall be required for any shareholder action.**
- 2. The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a shareholder meeting, with not less than a three-fourths vote of the common stock.**
- 3. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or service, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.**

ARTICLE IX - CUMULATIVE VOTING RIGHTS

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given in writing by any shareholder to the President or any Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulatively his or her shares at said election.

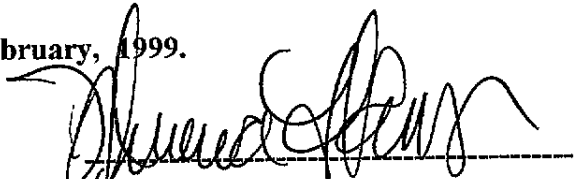
The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 25th day of February, 1999.


OWEN J. MCQUADE

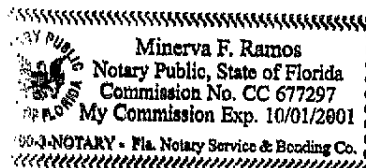
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH/

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Owen J. McQuade who acknowledged, and executed before me these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 25th day of February, 1999.


(Notary Public, State Of Florida)

My Commission expires



**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

CLUB MANHATTAN, INC.

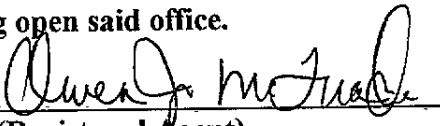
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Pursuant to the provisions of sections 48.091 or 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 15719 Hellen K. Drive, Spring Hill, Fl. 34610 has named Owen J. McQuade located at the aforesaid address, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)