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FELDMAN & ROBACK
ATTORNEYS AT LAW

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MARC H. FELDMAN
JOSEPH ROBACK

June 8, 1999

FILED STATE
SECRETARY OF CORPORATIONS
99 JUN 11 PM 1:25

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

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*****70.00 *****70.00

RE: DELLCOR MANAGEMENT, INC.
My File No. R99-0610

Ladies/Gentlemen:

Enclosed are the original Articles of Incorporation for the above company, along with a check in the amount of \$70.00 as your filing fee and the fee for designation of the registered agent.

Also enclosed is a photocopy of the Articles of Incorporation. Please stamp this copy with the filing information and return that copy to this office.

Thank you for your attention to this matter.

Sincerely yours,

Joseph Roback
Joseph Roback

JR:lc

Encl.

D. BROWN JUN 14 1999

ARTICLES OF INCORPORATION

DELLCOR MANAGEMENT, INC.

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SECRETARY OF STATE
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We, the undersigned subscribers to these Articles of Incorporation, do hereby form a corporation for profit under the laws of the State of Florida, as follows:

ARTICLE I: NAME

The name of the corporation shall be DELLCOR MANAGEMENT, INC.

ARTICLE II: PURPOSE

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

ARTICLE III: CAPITALIZATION

The aggregate number of shares which the corporation shall have authority to issue is FIVE THOUSAND (5,000) shares, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV: PRINCIPAL AND REGISTERED OFFICE AND AGENT

The principal and mailing address and initial registered office of the corporation is to be at 2606 Bayshore Road, Nokomis, FL 34275, and the initial registered agent at that address is DANIEL DELL'ARMI.

ARTICLE V: TERM OF EXISTENCE

This corporation is to exist perpetually.

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ARTICLE VI: DIRECTORS

The initial Board of Directors shall consist of two (2) individuals as follows: DANIEL DELL'ARMI and PENNY S. DELL'ARMI of 2606 Bayshore Road, Nokomis, FL 34275.

ARTICLE VII: INCORPORATORS

The corporation is being formed, and these Articles are being subscribed to by DANIEL DELL'ARMI and PENNY S. DELL'ARMI.

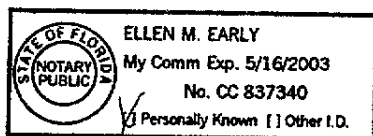
WHEREFORE, the undersigned, as the subscribing incorporators and designated registered agent, hereby subscribe to these Articles and the designated registered agent accepts the designation as registered agent and states that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation, on the 2nd day of June, 1999.

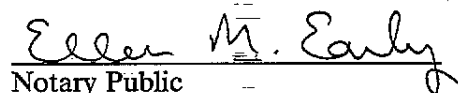

DANIEL DELL'ARMI


PENNY S. DELL'ARMI

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me on the 2nd day of June, 1999, by DANIEL DELL'ARMI and PENNY S. DELL'ARMI, who did not take an oath and who are either personally known to me or who presented the following as identification:




Notary Public
Printed Name: _____
My Commission Expires: _____