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Neta L. Seiber, P.A.
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NETA L. SEIBER, ESQ.

July 17, 1997

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

RE: ESQUIRE MANAGEMENT, INC.

100002247901--7
-07/25/97--01072-007
****122.50 ****122.50

Dear Sirs:

Enclosed please find the Articles of Incorporation for the above referenced new corporation and our check in the amount of \$122.50 representing the required filing fee for same.

Also enclosed is a copy of the Articles for conforming and returning in the self addressed, stamped envelope, provided for your convenience.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Cheryl A. Pereira

Cheryl A. Pereira, Administrative Asst. to
Neta L. Seiber, Esq.

encs.

FILED
97 JUL 25 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 28

B5B

ARTICLES OF INCORPORATION

FILED

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

97 MAR 25 PM 1:16
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ESQUIRE MANAGEMENT, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of conducting any and all lawful business enterprises under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

9705 Overseas Highway
Marathon, FL 33050

and the name of the initial registered agent of this corporation at that address is:

NETA L. SEIBER

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the initial directors are:

Mark Paul Derkovitz
82749 Overseas Highway
Islamorada, FL 33036

Colleen McCormack Derkovitz
82749 Overseas Highway
Islamorada, FL 33036

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is:

Mark Paul Derkovitz
82749 Overseas Highway
Islamorada, FL 33036

Colleen McCormack Derkovitz
82749 Overseas Highway
Islamorada, FL 33036

ARTICLE VII - CORPORATE OFFICE

The corporate office of the corporation shall initially be located at 82749 Overseas Highway, Islamorada, FL 33036.

ARTICLE VIII - INDEMNIFICATION

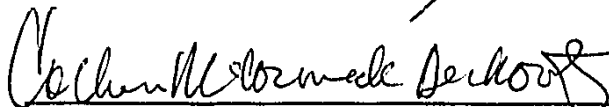
This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9TH day of JULY, 1997.


MARK PAUL DERKOVITZ

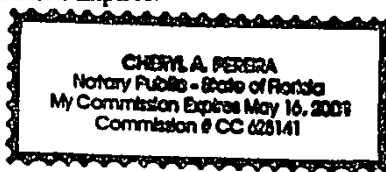

COLLEEN McCORMACK DERKOVITZ

STATE OF FLORIDA)
)s.s.
COUNTY OF MONROE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARK PAUL DERKOVITZ and COLLEEN McCORMACK DERKOVITZ, well known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation, freely and voluntarily and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 9th day of July, 1997.

My Commission Expires:
(Seal)



Cheryl A. Pereira
NOTARY PUBLIC, State of
CHERYL A. PEREIRA
Printed Name

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97 JUL 25 PM 1:16
STATE OF FLORIDA

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, FLA.STAT., the following is submitted:

FIRST: That ESQUIRE MANAGEMENT, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 82749 Overseas Highway, Islamorada, County of Monroe, State of Florida, 33050 has named Neta L. Seiber, 9705 Overseas Highway, Marathon, County of Monroe, State of Florida 33050 as its registered agent to accept service of process with Florida.

Mark Paul Derkovitz
MARK PAUL DERKOVITZ

Colleen McCormack Derkovitz
COLLEEN McCORMACK DERKOVITZ

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.

Neta L. Seiber
Neta L. Seiber, Esq.
July 9, 1997
Date