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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Menin Survivor Corporation

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION
OF
MENIN SURVIVOR CORPORATION**

2002 JUN -7 AM 6:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned Incorporator and Subscriber, being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida a corporation for profit as follows:

ARTICLE I - Name of Corporation

The name of this Corporation shall be MENIN SURVIVOR CORPORATION (the "Corporation").

ARTICLE II - Principal Address

The principal address of this Corporation shall be:

c/o Menin Development Companies, Inc.
201 N. U.S. Highway 1, Suite D-5
Jupiter, Florida 33477

This Corporation shall have the privilege of having branch offices at other places within or without the State of Florida and within or without the United States of America. This Corporation may, at its discretion, at any time, change the address of the principal place of business.

ARTICLE III - Duration

This Corporation shall be perpetual in existence unless sooner dissolved according to law.

ARTICLE IV - Purpose

This Corporation is organized for the purpose of transacting any and all lawful business which corporations may transact pursuant to Chapter 607, Florida Statutes.

ARTICLE V - Capital Stock

The authorized capital stock of the Corporation shall be one thousand (1,000) shares, common stock with a One Dollar (\$1.00) per share par value, which shall be fully paid and non-assessable.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE VI - Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 N. U.S. Highway 1, Suite D-5, Jupiter, Florida 33477, and the name of the initial registered agent of this Corporation at that address is Craig I. Menin.

ARTICLE VII - Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, but the number shall never be less than one (1) nor more than five (5). The name and address of the initial director of this Corporation is:

Craig I. Menin
Menin Development Companies, Inc.
201 N. U.S. Highway 1, Suite D-5
Jupiter, Florida 33477

ARTICLE VIII - Incorporator

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

Dean Vegosen
Boose Casey Ciklin Lubitz
Martens McBane & O'Connell
Northbridge Tower 1
515 North Flagler Drive, 18th Floor
West Palm Beach, Florida 33401

ARTICLE IX - Right of Assignment

The original incorporator of this Corporation shall have the right, upon its organization, to assign and deliver his subscriptions of stock to any persons or entities who may hereafter become subscribers to the capital stock of the Corporation, who upon acceptance of such assignment, shall have all the rights, liabilities and duties of said incorporator and subscriber.

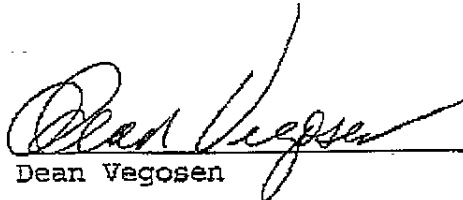
ARTICLE X - Management of Corporation by Stockholders

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the Shareholders of this Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

ARTICLES XII - Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 31 day of May, 2002.


Dean Vegosen

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Before me personally came and appeared Dean Vegosen, who is personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid, this 31st day of May, 2002.

 Maryn M Ives
My Commission 00106029
Expires April 01, 2006


Notary Public
State of Florida at Large

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That Menin Survivor Corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, has named Craig I. Menin, who is located at 201 N. U.S. Highway 1, Suite D-5, Jupiter, Florida 33477, County of Martin, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Craig I. Menin (with handwritten signature)

2002 JUN -7 AM 6:52 SECRETARY OF STATE TALLAHASSEE FLORIDA

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