

P960000053/3

12/31/95

December 28, 1995

Secretary of State
ATTN: Corporate Records Branch
P. O. Box 6327
Tallahassee FL 32314

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RE: Articles of Incorporation
Mayberry, Incorporated

Dear Sir:

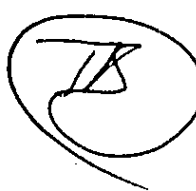
Enclosed please find the Articles of Incorporation for Mayberry, Incorporated, together with a check in the amount of \$122.50 to cover the filing fee, registered agent fee and a Certification fee.

Should you have any questions regarding this matter, please telephone (813) 596-0964.

Sincerely,


James E. Defoe
10333 Seminole Boulevard - Suite #7
Largo FL 34647

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

JAMES E. DEFOE
10333 SEMINOLE BLVD. STE 7
LARGO, FL 34647

SUBJECT: MAYBERRY, INCORPORATED
Ref. Number: W9600000460

We have received your document for **MAYBERRY, INCORPORATED** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00000758

5/21/95

**ARTICLES OF INCORPORATION
OF
MAYBERRY, INCORPORATED**

The undersigned subscriber to these Articles of Incorporation, natural person's, competent to contract, hereby associate themselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

MAYBERRY, INCORPORATED,

ARTICLE II - NATURE

The general character or nature of the business to be transacted by this corporation is to engage in any lawful business, trades, occupations, and professions, as permitted by the State of Florida and the Laws of the United States of America.

(a) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any building or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, by the corporation; to buy, sell, mortgage, exchange, lease hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale, and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the development or management of any property, real or personal, at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporations of the State of Florida or any other state government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or cooperation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

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SECRETARY OF CORP. DIV.
TALLAHASSEE, FLORIDA

(h) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise, and enjoy all of the general powers of like corporations.

(i) To do any or all of the things herein set forth to the same extent as natural person, might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts abovenamed.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article, with each clause of this Article having independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, par value \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the board of directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - BUSINESS ADDRESS

The business address of the corporation shall be 10333 Seminole Boulevard - Suite #7, Largo FL 34648.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation is to be: 10333 Seminole Boulevard - Suite #7, Largo FL 34648.

The initial Registered Agent of the corporation is Pamela Topf of 10333 Seminole Boulevard - Suite # 7, Largo FL 34648.

The board of directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VIII - DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

ARTICLE IX - INITIAL DIRECTORS

The names and street addresses of the first board of directors, who shall hold office until their successors are elected and have qualified, are as follows:

CARLOS C. SORIANO
10333 SEMINOLE BOULEVARD - SUITE #7
LARGO FL 34648

ARTICLE X - INITIAL OFFICERS

The names and street addresses of the officers who are subject to this Charter, by the by-laws of the corporation, and the laws of the State of Florida shall hold office for the first year of the corporation's existence or until an election is held and successors have been duly elected and qualified are:

PRESIDENT/VICE-PRESIDENT/SECRETARY/TREASURER

CARLOS C. SORIANO
10333 SEMINOLE BOULEVARD - SUITE #7
LARGO FL 34648

ARTICLE XI - INCORPORATORS

The name and street address of the incorporator is:

JAMES E. DEFOE
10333 SEMINOLE BOULEVARD - SUITE #7
LARGO FL 34648

ARTICLE XII - EFFECTIVE DATES

The Articles of Incorporation shall be effective upon receipt by the Secretary of State's office but no later than December 31, 1995.

ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida the 28TH day of DECEMBER, 1995.



JAMES E. DEFOE
INCORPORATOR

STATE OF FLORIDA :
COUNTY OF PINELLAS :

BEFORE ME, the undersigned authority, personally appeared JAMES E. DEFOE, the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that the same were executed for the purpose therein expressed.
(ID): PERSONALLY KNOWN.

WITNESS my hand and official seal in the county and state aforesaid this 28 day
DECEMBER 1995.


NOTARY PUBLIC



OFFICIAL SEAL:
ROBERT T. GALE
My Commission Expires
July 5, 1996
Comm. No. CC 212015

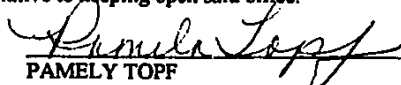
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

MAYBERRY, INCORPORATED is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Largo Florida, County of Pinellas, State of Florida, has named Pamela Topf located at 10333 Seminole Boulevard - #7, Largo FL 34648 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for MAYBERRY, INCORPORATED at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


PAMELY TOPF
REGISTERED AGENT