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MCLEOD, MCLEOD & MCLEOD, P.A.
Attorneys and Counselors at Law
Post Office Drawer 950
Apopka, Florida 32704-0950

FILED

Johnie A. McLeod
Raymond A. McLeod
William J. McLeod

December 18, 1997

97 DEC 19 AM 9:30
48 East Main Street
Tallahassee, Florida 32301
Telephone: (407) 886-3300
Facsimile: (407) 886-0087
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Division
PO Box 6327
Tallahassee, FL 32314

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-12/19/97--01081--005
****122.50 ****122.50

RE: M.D. SAUER, CORPORATION

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you.

Sincerely yours,


Raymond A. McLeod

RAM/jlk

Enclosures

P. Hall
DEC 22 1997

**ARTICLES OF INCORPORATION
OF
M. D. SAUER, CORPORATION**

FILED
97 DEC 19 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is **M. D. SAUER, CORPORATION**

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.

ARTICLE V

The name and address of the Initial Registered Agent is MARK D. SAUER whose mailing address is 1699 Country Court, Apopka, Florida 32703-5036 and the principal office of this corporation is 1699 Country Court, Apopka, Florida 32703-5036.

ARTICLE VI

This corporation shall have one (1) Director initially, and the number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial Director of this corporation is:

MARK D. SAUER
1699 Country Court
Apopka, Florida 32703

ARTICLE VII

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

MARK D. SAUER
1699 Country Court
Apopka, Florida 32703

ARTICLE VIII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX

Shares of capital stock of this corporation shall be issued initially to the following in the amount set opposite his name:

<u>NAME</u>	<u>SHARES</u>
MARK D. SAUER and PATRICIA A. SAUER, his wife	1,000

ARTICLE XII

Director(s) need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

ARTICLE XIII

The shareholder(s) shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with no less than a majority vote of the common stock issued and outstanding.

ARTICLE XIV

If all Director(s) severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 18th day of December, 1997.


MARK D. SAUER
Incorporator

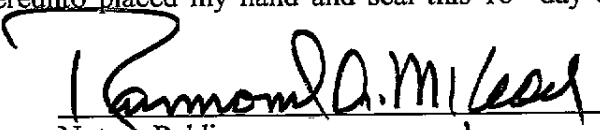
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared MARK D. SAUER personally known by me to be the person who executed the foregoing Articles of Incorporation of M. D. SAUER, CORPORATION as the Incorporator, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto placed my hand and seal this 18th day of December, 1997.



(SEAL)


Notary Public
RAYMOND A. McLeod
Printed Name of Notary

My commission expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF ORANGE

97 DEC 19 AM 9:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared **MARK D. SAUER**, known to me to be the person who accepted designation as Registered Agent on behalf of M. D. SAUER, CORPORATION, and she acknowledged before me that she executed this Acceptance of Designation as Registered Agent freely and voluntarily.

Mark D. Sauer
MARK D. SAUER

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 18th day of December, 1997.

(SEAL)



Raymond A. McLeod
Notary Public
Raymond A. McLeod
Printed name of Notary

My Commission Expires:

[SAUER.ART/12-18-97/RAM]