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September 19, 1999
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*****78.75 *****78.75

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

Dear Sirs:

Enclosed please find Articles of Incorporation for Macie, S
Mannerly Mutt INC., to be filed with the Department of
Corporations. Also enclosed please find my check number 10195 in
the amount of \$78.75. This amount represents the \$70.00 filing
fee, designation of registered agent, and \$8.75 for a **certified
copy** of the Articles of Incorporation to be returned to me. For
your convenience, I have enclosed a self-addressed envelope.

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

Very truly yours,

ROY A. ALTERMAN, Esq.

RAA

Encls.

FILED
99 SEP 29 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS: 1/100

ARTICLES OF INCORPORATION
OF
MACIE'S MANNERLY MUTT PRODUCTIONS, INC.

FILED
99 SEP 29 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Macie's Mannerly Mutt Productions, Inc.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV. PRE-EMPTIVE RIGHT

Every shareholder, upon the sale in cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others for cash or in exchange for equivalent past service.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:
1901 S. Harbor City Blvd. Suite 600
Melbourne, FL 329021

and the name of the initial Registered Agent of this corporation at that address is Roy A. Alterman, Esquire.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be

increased from time to time by the by-laws and/or in accord with applicable Florida Statute but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Macie P. Logan, President	2803 Choctaw Drive Melbourne, Florida 32935
Charles W. Logan, Secretary\Treasurer	2803 Choctaw Drive Melbourne, Florida 32935

ARTICLE VII. INCORPORATOR

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

Macie P. Logan
2803 Choctaw Drive
Melbourne, FL 32935

ARTICLE VIII. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

2803 Choctaw Drive
Melbourne, Florida 32935

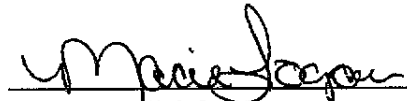
ARTICLE IX. INDEMNIFICATION

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

ARTICLE X.

This corporation reserves the right to amend or repeal provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation. Said rights and changes shall not affect the status as a viable corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of September, 1999.

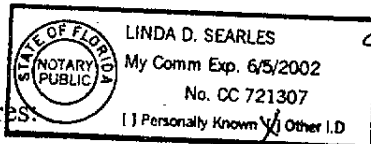

MACIE P. LOGAN
Subscriber

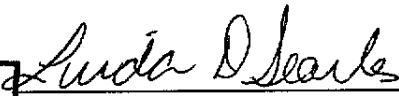
STATE OF FLORIDA)
)§
COUNTY OF BREVARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set for the above, personally appeared Macie P. Logan, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation of her own free will.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid this 23 day of September, 1999.

My Commission Expires:




Notary Public, State of Florida

FDL 250-555-65-867-0

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

The name of the corporation is: Macie's Mannerly Mutt Productions, Inc.

The name of the Registered Agent is: Roy A. Alterman

The address of the Registered Agent/registered office is:

1901 S. Harbor City Blvd. Suite 600
Melbourne, FL 329021

ACCEPTANCE

Having been named as Registered Agent and designated to accept service of process for the above corporation, I hereby accept this appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Roy A. Alterman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA