

WALZER & ASSOCIATES, INC.

A Professional Accounting Firm

8301 Forest City Road

Orlando, Florida 32810

(407) 299-0086 ♦ FAX (407) 298-3849

EFFECTIVE DATE
1-12-00

PO00000008024

January 12, 2000

800003102108--4

-01/19/00-01019-004

122.50 **78.75

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: MARATHON SOUTHEAST, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation and Certificate designating place of business and registered agent with regard to the above-referenced company. This is a new, for-profit Corporation doing business in the State of Florida. It is my understanding that the filing fee is \$35.00, the registered agent fee is \$35.00, and the fee for obtaining a certified copy of the Articles of Incorporation is \$52.50. Therefore, I am enclosing a check in the amount of \$122.50 to cover these costs.

Thank you in advance for your assistance in this matter, and should you have any questions or if I can provide you with any additional information, please do not hesitate to contact me.

Sincerely,


STEVEN H. WALZER
Enrolled Agent

SHW/crm
Enclosures

FILED
2000 JAN 18 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

2000 JAN 18 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARATHON SOUTHEAST, INC.

EFFECTIVE DATE
1-12-00

ARTICLE I - NAME

The name of this Corporation is MARATHON SOUTHEAST, INC., the address 111 Granada Court, Orlando, Florida 32803.

ARTICLE II - DURATION

This Corporation shall commence its existence on the 12th day of January 2000 with the filing of these Articles with the Secretary of State.

ARTICLE III - PURPOSE

This Corporation may engage in or transact any or all lawful activities or businesses permitted under the laws of the United States, the state of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation 111 Granada Court, Orlando, Florida 32803 and the name of the initial registered agent of this Corporation at that address is SCOT SMOTHERMAN

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than three (3). The name and address of the initial directors of this Corporation is:

SCOT SMOTHERMAN	SCOTT M. INGERTO	JAMES J. WILSON
President, Director	Treasurer, Director	Secretary, Director
615 Cherokee Circle	7 Saranac Road	164 S. Tessier Drive
Orlando, Florida 32801	Sea Ranch Lakes, Florida 33308	St. Pete Beach, Florida 33706

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

SCOT SMOTHERMAN	SCOTT M. INGERTO	JAMES J. WILSON
President, Director	Treasurer, Director	Secretary, Director
615 Cherokee Circle	7 Saranac Road	164 S. Tessier Drive
Orlando, Florida 32801	Sea Ranch Lakes, Florida 33308	St. Pete Beach, Florida 33706

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 12th day of January, 2000.


SCOT SMOTHERMAN

ACKNOWLEDGMENT

STATE OF FLORIDA

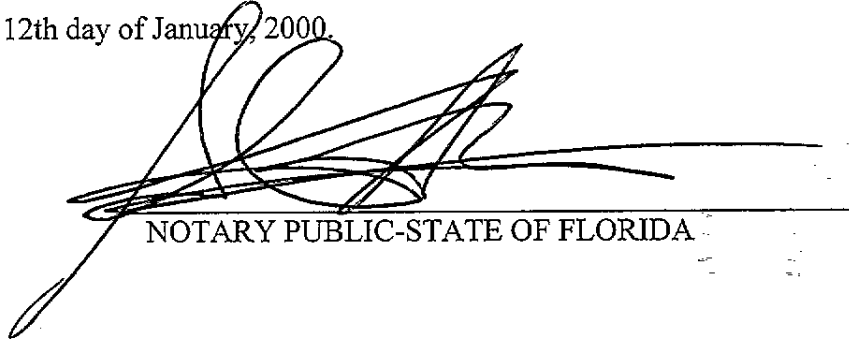
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 12th day of January, 2000, personally appeared before me, the undersigned officers duly authorized to administer oaths and take acknowledgments, SCOT SMOTHERMAN, SCOTT M. INGERTO and JAMES J. WILSON well known and known to be the individuals who executed the foregoing Articles of Incorporation, MARATHON SOUTHEAST, INC. and acknowledged that they signed and executed the same for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orlando, in said County and State, this 12th day of January, 2000.



STEVEN H WALZER
My Commission CC555980
Expires Jul. 12, 2000

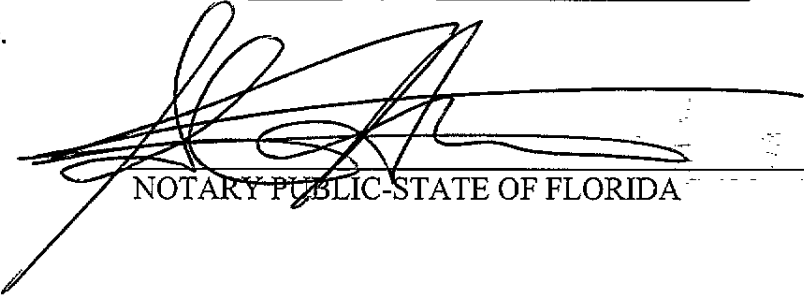

NOTARY PUBLIC-STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

SWORN TO AND SUBSCRIBED before me this 12TH day of JANUARY,
2000, in said County and State.



STEVEN H WALZER
My Commission GC555960
Expires Jul. 12, 2000


NOTARY PUBLIC-STATE OF FLORIDA

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

IN COMPLIANCE with Section 48.091 of the Florida Statutes, the following is submitted:

First that MARATHON SOUTHEAST, INC., desiring to organize or qualify under the laws of the State of Florida, its principal place of business in the City of Orlando, Florida has named SCOT SMOTHERMAN, address 111 Granada Court, Orlando, Florida 32803 as its agent to accept service process within Florida.


SCOT SMOTHERMAN


1/12/00
Date

President, Director


SCOTT M. INGERTO

1/12/00
Date

Treasurer, Director


JAMES J. WILSON


1/12/00
Date

Secretary, Director

FILED
2000 JAN 18 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the above – named 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.


SCOT SMOTHERMAN, President, Director

Date: 1/12/00