

GIBBONS, SMITH, COHN & ARNETT
A PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELLORS AT LAW

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March 1, 2000

FILED
00 MAR -2 PM 4: 12
SIGNATURE STATE
TALLAHASSEE, FLORIDA

Via Express Mail

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300003155193--7
-03/02/00--01091--010
*****78.75 *****78.75

Re: MERECKIS, FRANZEN AND SHOOK, INC. - Incorporation

Dear Sir/Madam:

Enclosed are the following items in connection with the filing of the Articles of Incorporation for the above-referenced corporation:

1. Original Articles of Incorporation together with copy;
2. Original Designation of Registered Agent and Registered Office togetherwith copy;
3. Our check in the amount of \$78.75 to cover the following costs:

Filing Fee and Registered Agent Designation	\$70.00
Certified Copy	8.75

Once filing is completed, please forward a certified copy of the Articles of Incorporation to this firm.

Thank you for your assistance in this matter.

Sincerely,



Roy W. Cohn

Enclosures
RWC/ms/Cp-
cc: Scott R. Franzen

cc
28.00

**ARTICLES OF INCORPORATION
OF
MERECKIS, FRANZEN AND SHOOK, INC.**

00 MAR -2 PM 4:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, for profit, files these Articles of Incorporation with the Secretary of State of the State of Florida, pursuant to the Florida Business Corporation Act of the State of Florida, Chapter 607, Florida Statutes.

1. NAME. The name of the corporation is Mereckis, Franzen and Shook, Inc. (the "Corporation").

2. ADDRESS. The street address and the mailing address of the initial principal office of the Corporation is 2901 W. Busch Blvd., Suite 331, Tampa, FL 33618-4623.

3. NUMBER OF SHARES. The maximum number of shares which the Corporation is authorized to issue is 10,000 shares of common stock, having no par value per share.

4. NO PREEMPTIVE RIGHTS. No preemptive rights are granted to shareholders of the Corporation.

5. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The address of the initial registered office of the Corporation is 2901 W. Busch Blvd., Suite 331, Tampa, FL 33618-4523, and the name of the initial registered agent is Scott R. Franzen.

6. INCORPORATOR. The name and address of each incorporator for the Corporation is set forth immediately below:

Scott R. Franzen
1833 Branch Forbes Rd., #113
Plant City, FL 33565

7. BOARD OF DIRECTORS. The number of directors shall not be less than one. The number of directors may be increased or diminished from time to time by the By-laws adopted by the shareholders, but shall never be less than one. The name and mailing address of the first Board of Directors, who shall serve until the first annual meeting or until their successors shall have been elected and qualified:

<u>Name</u>	<u>Address</u>
Giedrius Mereckis	10200 N. Armenia, #1805 Tampa, FL 33612

Scott R. Franzen

1833 Branch Forbes Rd., #113
Plant City, FL 33565

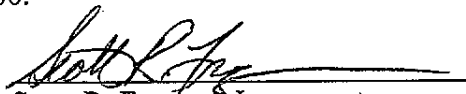
Debborah Lee Shook

721 Redondo Dr.
Brandon, FL 33511

8. POWERS OF CORPORATION. The Corporation shall have and may exercise at all times all of the powers and rights to the maximum extent, and without restriction, as conferred upon corporations by the laws of the State of Florida and of the United States.

9. AMENDMENT. The corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in any manner now or hereafter permitted by statute.

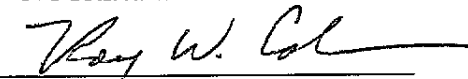
EXECUTED this 1st day of March, 2000.

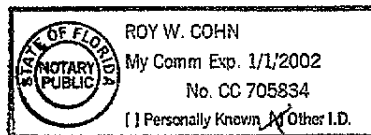

Scott R. Franzen, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, this 1st day of March, 2000 by Scott R. Franzen, who is personally known to me (or who has produced FL DL F65796683900 as identification).

NOTARY PUBLIC

Sign: 
State of Florida at Large



**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS**

DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

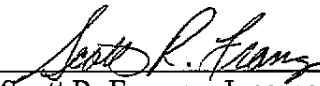
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, this Designation is submitted:

1. MERECKIS, FRANZEN AND SHOOK, INC. is a corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Tampa, County of Hillsborough, State of Florida;

2. MERECKIS, FRANZEN AND SHOOK, INC. hereby names SCOTT R. FRANZEN, an individual resident of this state, as its registered agent to accept service of process within the State of Florida;

3. MERECKIS, FRANZEN AND SHOOK, INC. hereby designates as its registered office, the street address of said registered agent's place of business, which is 2901 W. Busch Blvd., Suite 331, City of Tampa, County of Hillsborough, State of Florida 33638-4523.

SUBMITTED this 1st day of March, 2000.



Scott R. Franzen, Incorporator on
behalf of MERECKIS, FRANZEN AND
SHOOK, INC.

FILED
00 MAR -2 PM 4:12
STATE OF FLORIDA
TALLAHASSEE

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the designated place, I hereby agree to act in this capacity and accept this appointment, and agree to comply with the provisions of Sections 48.091 and 607.0501, Florida Statutes, relative to keeping open said office.

By: Scott R. Franzen
Registered Agent

Date: March 1, 2000