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NAMACK, CLARK & KEENEY

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

1800 SECOND STREET

SUITE 855

SARASOTA, FLORIDA 34236

WILLIAM H. NAMACK III\*

JAMES C. CLARK

JAMES D. KEENEY

CLIFFORD M. KING

\*BOARD CERTIFIED WILLS,  
TRUSTS AND ESTATES LAWYER

FILED  
CORPORATION  
TALLAHASSEE, FLORIDA  
TELEPHONE  
941-365-0365  
FAX  
941-954-0762

April 25, 2000

Florida Department of State  
Division of Corporations  
Attn: New Filing  
409 East Gaines Street  
Tallahassee, Florida 32399

200003230472--5  
-05/01/00--01017--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Matz Management Corporation

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned proposed Florida corporation. Also enclosed is a check payable to your order in the amount of \$78.75 to cover the cost of the following:

Filing Fee	\$35.00
Certified copy of Articles	8.75
Registered agent designation	<u>35.00</u>
	\$78.75

Please file the Articles of Incorporation and forward a certified copy to us.

Sincerely,

  
William H. Namack, III

WHN:kat

enclosures

H:\WHN\Matz, Dr. Mrs\Limited Partnership\Letter to Div of Corp.doc

cc: Dr. Matz

Randy Nye

*ok Per Barbie C.*

RECEIVED MAY 1 2000

**ARTICLES OF INCORPORATION  
OF  
MATZ MANAGEMENT CORPORATION**

The undersigned incorporator hereby forms a corporation, under the Florida Business Corporation Act, by delivering these Articles of Incorporation to the Department of State for filing.

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation is:

MATZ MANAGEMENT CORPORATION (herein called the "Corporation").

**ARTICLE II  
GENERAL PURPOSE**

The Corporation is organized for any lawful purpose or purposes for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue is 1,000 shares of common stock having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE IV  
ADDRESS**

The street address of the initial principal office of this corporation is:

1800 Second Street, Suite 855  
Sarasota, Florida 34236

The mailing address of this Corporation is the same as the street address of the initial principal office of the Corporation.

FILED  
APR 28 PM 12:34  
TALLAHASSEE, FLORIDA

***ARTICLE V***  
***DIRECTORS***

The business of this Corporation shall be managed by a Board of Directors. There shall be one (1) Director initially. The number of Directors may be increased, and after such increase, decreased from time to time by by-laws adopted by the shareholders. In no event shall the number of Directors be less than one.

The name and street address of the individual who is to serve as the initial Director of this Corporation is:

William H. Namack, III  
1800 Second Street, Suite 855  
Sarasota, Florida 34236

***ARTICLE VI***  
***INCORPORATOR***

The name and street address of the incorporator of this Corporation is:

William H. Namack, III  
1800 Second Street, Suite 855  
Sarasota, Florida 34236

***ARTICLE VII***  
***DATE CORPORATE EXISTENCE BEGINS***

The date when corporate existence for this Corporation shall begin is the date on which these Articles of Incorporation are received by the Department of State and accepted for filing.


***ARTICLE VIII***  
***REGISTERED OFFICE***

The street address of this Corporation's initial registered office is:

William H. Namack, III  
1800 Second Street, Suite 855  
Sarasota, Florida 34236

***ARTICLE IX***  
***REGISTERED AGENT***


The undersigned, an individual resident of the State of Florida, whose business office is identical with the initial Registered Office of this corporation, is hereby appointed as the registered agent of this corporation. The undersigned, simultaneously with his designation as registered agent, hereby accepts the appointment as Registered Agent for this corporation on whom process may be served. The undersigned is familiar with, and accepts, the obligations of the position of Registered Agent for this corporation pursuant to section 607.0501 (3) of the Florida Statutes.

 (SEAL)  
\_\_\_\_\_  
William H. Namack, III  
Registered Agent

***ARTICLE X***  
***BY-LAWS***

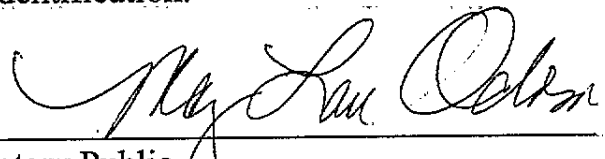
The power to adopt the initial bylaws, and the power to alter, amend or repeal bylaws is granted to the shareholders. Bylaws shall be adopted, altered, amended or repealed as provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 24<sup>th</sup> day of April, 2000.

 (SEAL)  
William H. Namack, III

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of April, 2000, by William H. Namack, III, who is personally known to me or who has produced \_\_\_\_\_ as identification.

  
Notary Public  
Print, Type, or Stamp Commissioned Name:  
My Commission Expires:  
Commission No.:



Mary Lou Odom  
MY COMMISSION # CC702533 EXPIRES  
January 25, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
00 APR 28 PM 12:34  
NOTARY PUBLIC  
TALLAHASSEE, FLORIDA