

Patrick M. Burns, CPA, PA

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TALLAHASSEE, FLORIDA

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Articles of Incorporation

Of

Melanie Moffitt, Inc.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

The undersigned, being of legal age and competent to contract, for the purposes of organizing a corporation pursuant to the laws of the State of Florida does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

Article I Name:

The name of this Corporation shall be Melanie Moffitt, Inc. and its physical and mailing address shall be 19185 NE 13th Street Silver Springs, Florida 34488.

Article II Commencement of Corporate Existence:

This Corporation shall commence corporate existence upon the filing of these Articles and shall have perpetual existence unless sooner dissolved according to law.

Article III Purpose & General Powers:

The purpose of this Corporation shall be to engage in any and all lawful activities permitted under the Florida General Corporation Act, as the same now exists and as hereafter amended.

Article IV Capital Stock:

1. Number and Class of Shares Authorized: Par Value. The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	1,000
Par Value Per Share	\$1.00
Class of Stock	Common

The consideration for all of the above stock shall be payable in cash, property (tangible & intangible), labor or services in lieu of cash, (at a just valuation to be fixed by the Board of Directors of the Corporation).

2. Voting Rights. The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.
3. Preemptive Rights. No Shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

Article V Initial Registered Office and Agent:

The initial registered office of this Corporation shall be located at, and the initial registered agent of the Corporation shall be Patrick M. Burns, CPA 1516 East Hillcrest Street Suite 307 Orlando, Florida 32803.

Article VI Initial Board of Directors:

The Corporation shall have one (1) director initially. The number of the directors may either increased or diminished from time to time as provided in the Corporation's bylaws. The name and street address of the initial director of this Corporation are:

Melanie Moffitt 19185 NE 13th Street Silver Springs, Florida 34488

Directors may be removed with or without cause.

Article VII Incorporator

The name and street address of the person signing these Articles as Incorporator is: Patrick M. Burns, CPA, Patrick M. Burns, CPA, PA 1516 East Hillcrest Street Suite 307 Orlando, Florida 32803.

Article VIII Bylaws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

Article IX Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

Article X Conflicts of Interest

No Contract or other transaction between this Corporation and any other corporation, and no act of the Corporation, shall in any way be affected or invalidated by the fact that any of the directors of the this Corporation are peculiarly or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

Article XI Limited Liability of Shareholders

The private property of the shareholders and directors shall not be subject to payment of the Corporation's debts to any extent.

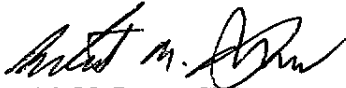
Article XII Amendment

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

Article XIII Headings and Captions

The heading and captions of the various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned being the Incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereunto and hereunto sets his hand and seal this 16th day of June, 2000.



Patrick M. Burns, CPA



Olga Byll, Witness

***CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY
BE SERVED***

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Melanie Moffitt, Inc.

Desiring to organize as a corporation under the laws of the State of Florida with its registered office at
1516 East Hillcrest Street, Suite 307, Orlando, Florida 32803

Has named and designated

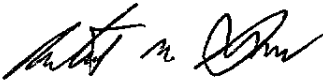
Patrick M. Burns, CPA

As its Registered Agent to accept service of process within the State of Florida.

Acknowledgment

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Dated this 16th day of June 2000.



**Patrick M. Burns, CPA
Registered Agent**

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