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KENNETH R. WALTERS

CERTIFIED PUBLIC ACCOUNTANT

19 So. 6th Street

Fernandina Beach, FL 32034

June 28, 2000

Department of State

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

SUBJECT: Malcolm Nicol Enterprises, Inc.

FILED
00 JUN 30 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one copy of the articles of incorporation and a check for \$78.75.

FROM:

KENNETH R. WALTERS, CPA

19 So. 6th Street

Fernandina Beach, FL 32034

(904)261-9983

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*****78.75 *****78.75

Please file the articles and return a copy to me.

Kenneth R. Walters

KENNETH R. WALTERS, CPA

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ARTICLES OF INCORPORATION
OF
Malcolm Nicol Enterprises, Inc.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby acts as an incorporator for a corporation under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is Malcolm Nicol Enterprises, Inc.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent and office of the corporation is, 4719 Yachtsman Drive, Amelia Island, FL 32034 and the name at that address is B. Anderson Strait. The signature of B. Anderson Strait as incorporator of Malcolm Nicol Enterprises, Inc., indicates that he accepts the duties and obligations of the position of registered agent.

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall initially have 2 directors. The number of directors may be either increased or diminished from time to time, as provided by the By-Laws. The names and addresses of the members of the first Board of Directors are:

B. Anderson Strait

4719 Yachtsman Drive

Amelia Island, FL 32034

Diane Bradstock-Jones

4719 Yachtsman Drive

Amelia Island, FL 32034

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is:

4719 Yachtsman Drive

Amelia Island, FL 32034

ARTICLE VIII. INCORPORATION

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

Kenneth R. Walters, CPA

19 So. 6th Street


Fernandina Beach, FL 32034

The incorporator of the corporation assigns to the corporation the rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective of the date existence begins.

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 28th day of June, 2000.


Kenneth R. Walters, CPA

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TALLAHASSEE, FLORIDA