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ISLER, SOMBATHY & SOMBATHY, P.A.
Attorneys and Counselors at Law
Post Office Box 430
Panama City, Florida 32402-0430

July 20, 2000

FILED
00 JUL 21 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Charles S. Isler, III
Julie Ann Sombathy
Robert S. Sombathy*
Rebecca L. Oakes

*Board Certified
Criminal Trial Lawyer

Florida Department of State
Attn: New Filings
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Matillija, Inc.

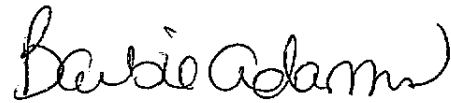
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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed herewith you will find the original and one copy of the Articles of Incorporation for Matillija, Inc. as well as a check in the sum of \$78.75 for your fee. After filing has been completed, please forward the certified copy of the Articles to me at the above post office box.

If you have any questions, do not hesitate to contact me.

Sincerely,



Barbie Adams
Legal Assistant

Enclosures

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Downtown Office:

434 Magnolia Avenue
Panama City, FL 32401
Phone (850) 769-5532
Facsimile (850) 785-5852

Beach Office:

2226 Thomas Drive
Panama City Beach, FL 32408
Phone (850) 233-9613
Facsimile (850) 233-0632

gk/s

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MATILLIJA, INC.

The undersigned incorporator S.A. McCoy, hereby forms MATILLIJA, INC., a corporation for profit under the Florida General Corporation Act and other laws of the State of Florida.

1. NAME OF CORPORATION AND INITIAL ADDRESS: The name of this corporation shall be MATILLIJA, INC. and its address is 105 West 4th Street, Panama City, Florida 32401.

2. TERM OF EXISTENCE: This corporation shall exist perpetually unless dissolved according to law.

3. GENERAL PURPOSE: This corporation may transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida and shall have those general powers conferred upon corporations under the laws of the State of Florida.

4. CAPITAL STOCK: The aggregate number of shares of capital stock which this corporation is authorized to issue is One Thousand (1,000) par value of One Dollar (\$1.00) per share.

5. REGISTERED OFFICE AND REGISTERED AGENT: The street address of the initial registered office of this corporation in the State of Florida is 434 Magnolia Avenue, Panama City, Florida 32401. The initial registered agent for this corporation at its registered office is Charles S. Isler, III. The Board of Directors shall have the power to establish branch offices, and to move the

registered office of the corporation to any other address in Florida. The principal office of the corporation shall be 105 West 4th Street, Panama City, Florida 32401.

6. BOARD OF DIRECTORS: The number of directors of the initial Board of Directors of this corporation is two (2). The names and addresses of the members of the initial Board of Directors of this corporation are as follows:

- S.A. McCoy
P.O. Box 1359
Panama City, Florida 32402
- J.N. Brouwer
434 Dana Point Avenue
Ventura, California 93004

7. INCORPORATOR: The following is the name and address of the incorporator of this corporation:

S.A. McCoy
P.O. Box 1359
Panama City, Florida 32402

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Panama City, Florida, on this 19th day of ~~June~~^{July} 2000.


S.A. McCoy
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

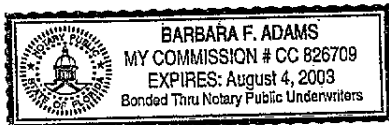
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared S.A. McCoy, to me known and known to me to be the person described as incorporator and who signed these Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19th day of ~~June~~, 2000.

July

Who is personally known by me.

Who produced _____ as identification.



(Notary Seal)

Barbara F. Adams (Signature)

(Print Name)

Notary Public

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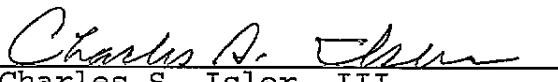
**CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
MATILLIJA, INC.**

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

That MATILLIJA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, has designated Charles S. Isler, III as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


Charles S. Isler, III
434 Magnolia Avenue
Panama City, FL 32401

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