

700000074687
Charles McMurry
Requester's Name

115 NO. FRANKLIN BLVD.
Address

Tallahassee FL 32301
City/State/Zip
425-3000
Phone #

100003347811--5
-08/07/00--01114--015
*****70.00 *****70.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Member's Choice Holdings, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
MEMBER'S CHOICE HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Corporate Name. The name of this corporation is **MEMBER'S CHOICE HOLDINGS, INC.** The initial mailing address of this corporation is **325 5th Avenue, Suite 204; Indiatlantic, Florida 32903.**

ARTICLE II

Duration. The duration of this corporation is perpetual.

ARTICLE III

Purpose. The general purpose for which the corporation is organized are the following:

- a. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way; and
- b. To do such other necessary things as are incidental to the purpose of this corporation or necessary or desirable in order to accomplish that.

ARTICLE IV

Capital Stock. The aggregate number of shares of stock this corporation is authorized to issue and have outstanding at any one time is 15,000,000 shares of common stock with the par value of \$0.001 cents per share.

ARTICLE V

Initial Registered Office and Registered Agent. The street address of the initial registered office of this corporation is **115 North Franklin Boulevard; Tallahassee, Florida 32301.** The name of the initial registered agent at this address is **CHARLES A. McMURRY.**

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ARTICLE VI

Initial Board of Directors. The number of directors constituting the initial board of directors is one (1). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1).

ARTICLE VII

Initial Directors. The name and address of the initial directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES A. McMURRY	115 N. FRANKLIN BLVD. TALLAHASSEE, FLORIDA 32301

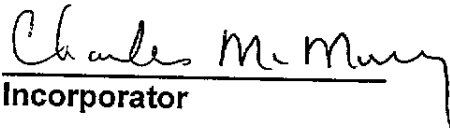
ARTICLE VIII

Incorporator. The name and address of the incorporator is as follows:

**CHARLES McMURRY
115 N. Franklin Blvd.
Tallahassee, Florida 32301**

ARTICLE IX

Amendment. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders and approved at a stockholder's meeting by at least the majority of stock entitled to voted, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Incorporator

STATE OF FLORIDA
COUNTY OF LEON

THE FOREGOING INSTRUMENT was sworn to and subscribed before
me this 7TH day of AUGUST, 2000, by
Charles McMurry, who [] is personally know to me or []
has produced _____ as identification.



Holly D. Stone
MY COMMISSION # CC878561 EXPIRES
October 10, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Holly D. Stone
Notary Public

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of
"MEMBER'S CHOICE HOLDINGS, INC.", which is contained in the foregoing
Articles of Incorporation.

DATED this 7 day of August, 2000

Charles McMurry
CHARLES A. McMURRY

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