

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-2870 • 1-800-342-8062 • Fax (850) 222-1222

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nco management
Company

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

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

☒ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

SMITH AUG 30 2000

00 AUG 29 AM 11:23

00 AUG 29 AM 10:30

RECEIVED



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 29, 2000

CAPITAL CONNECTION, INC.
417 E VIRGINIA ST, STE 1
TALLAHASSEE, FL 32302

SUBJECT: MCO MANAGEMENT COMPANY
Ref. Number: W00000021161

We have received your document for MCO MANAGEMENT COMPANY and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 000A00046110

ARTICLES OF INCORPORATION
OF
MCO MANAGEMENT COMPANY

FILED
00 AUG 29 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation shall be: **MCO MANAGEMENT COMPANY**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the object and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz: To engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000 shares of common stock having a nominal or par value of

\$1.00 a share.

ARTICLE IV

PRINCIPAL ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The principal address and initial registered office and agent address of this corporation is as follows:

Edward W. Becht, 321 S. Second Street, Fort Pierce, Florida 34950

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE V

CORPORATE EXISTENCE

In accordance with the applicable Florida Statute said corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one. The name and address of the initial directors of this corporation are:

Joseph J. Morrow, 445 Park Avenue, New York, New York 10022

ARTICLE VII

ARTICLE VII

OFFICERS

The officers of this corporation shall be a president, vice president, secretary and a treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and factors as may be deemed necessary shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any person may hold one or more offices.

ARTICLE VIII

AMENDMENT

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

ARTICLE IX

AGREEMENTS

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (a) Any limitations or restraints upon the transferability, alienation or assignment of stock;

- (b) Any limitation or restraint upon the encumbrance or pledge of stock;
- (c) any agreements conferring pre-emptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;
- (d) Management agreements or other employment agreements with persons who may or may not be stockholders; and
- (e) Any and all such other agreements as may be reasonably necessary in the ownership, conductor furtherance of the business of the corporation and so implement the said agreements by by-laws of the corporation.

ARTICLE X

INCORPORATOR AND SUBSCRIBER

The name and street address of the person named herein as subscriber and incorporator are as follows:

Edward W. Becht, 321 South Second Street, Fort Pierce, Florida 34950

ARTICLE XI

SECTION 1244

This corporation is being organized and its common stock issued pursuant to Section 1244 of the Internal Revenue Code and the regulations thereunder, which permit ordinary loss treatment when the holder of Section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged and

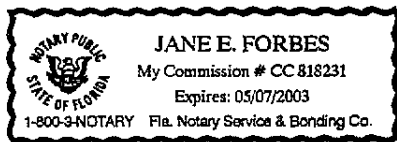
filed in the office of the Secretary of State the foregoing Certificate of Incorporation this **18th** day of August, 2000.

Edward W. Becht
Edward W. Becht

**STATE OF FLORIDA
COUNTY OF ST. LUCIE**

I HEREBY CERTIFY that on the 18th day of **August**, personally came and appeared before me, the undersigned authority, , to me well known, and well known to be the person described in the foregoing Articles of Incorporation, and he acknowledged the same as his act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal on the day and year above written.



Jane E. Forbes
Print: Jane E. Forbes
Title: Notary Public
My Commission expires:

00 AUG 29 AM 11:28
FILED

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provisions of said Act.

Edward W. Becht
Edward W. Becht, Registered Agent

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