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LABARBERA & CAMPBELL

Attorneys and Counselors at Law

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1907 WEST KENNEDY BOULEVARD
TAMPA, FLORIDA 33606
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August 1, 2000

Secretary of State
Corporate Divisions
Post Office Box 6327
Tallahassee, Florida 32314

300003348383--2
-08/08/00--01004--019
*****78.75 *****78.75

Re:

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation for the above-named corporation and our firm's check in the sum of \$ 78.50 representing the following incorporation fees:

Filing Fee with	
Certificate of	
Resident Agent	70.00
Certified Copy of	
Articles	8.75
Total	\$78.75

Your prompt attention and consideration in this matter will be greatly appreciated.

Very truly yours,



Michael D. LaBarbera

MLB/jjl

Enclosure

FILED
00 SEP -8 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

~~W00-19936~~

T BROWN SEP 11 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 14, 2000

MICHAEL D. LABARBERA
LABARBERA & CAMPBELL
1907 W. KENNEDY BLVD.
TAMPA, FL 33606

SUBJECT: MEL'S SERVICES, INC.
Ref. Number: W00000019936

We have received your document for MEL'S SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 487-6933.

Teresa Brown
Corporate Specialist

Letter Number: 000A00043548

ARTICLES OF INCORPORATION

OF

MEL'S COMBINED ENTERPRISES, INC.

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TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of this corporation shall be:

MEL'S COMBINED ENTERPRISES, INC.

ARTICLE II
PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
TERM OF EXISTENCE

The duration of this corporation is to be perpetual.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 600 shares of common stock, with a par value of \$1.00, which shall be designated "common shares."

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1907 West Kennedy Boulevard, Tampa, Florida 33606.

The name of the initial registered agent of this corporation at that address is Michael D. LaBarbera.

The principal office and mailing address of the corporation is 15642 County Line Road, Spring Hill, Florida 34610.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
William Katchula	15642 County Line Road Spring Hill, Florida 34610

ARTICLE VII
INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Michael D. LaBarbera	1907 West Kennedy Boulevard Tampa, Florida 33606

ARTICLE VIII
OFFICERS

William Katchula	President
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ARTICLE IX
INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent is in writing, setting forth the action so taken, which shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE X
INSPECTION OF BOOKS

Each stockholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the shareholder agrees to indemnify the corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The shareholder may not delegate the right of inspection.

ARTICLE XI
TELEPHONE MEETINGS

Members of the board of directors or an executive committee shall be deemed present at a meeting if a conference telephone or similar communications equipment in the meeting can hear each other is used.

ARTICLE XII
PARTLY PAID SHARES

The board of directors may, by resolution, authorize the issue of the whole or any part of the shares of stock of the corporation as partly paid, subject to the provisions of Florida Statutes.

ARTICLE XIII
INTERESTED DIRECTORS OR OFFICERS

No contract, act or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be effected or invalidated by the fact that any officer or officers, director or directors of the corporation is a party to or are the parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director or an officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.


ARTICLE XIV
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE XV
DIRECTORS' RELIANCE ON CORPORATE RECORDS

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance in good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation, executes these articles of incorporation and certifies to the truth of the facts stated herein, this 28th day of August, 2000.

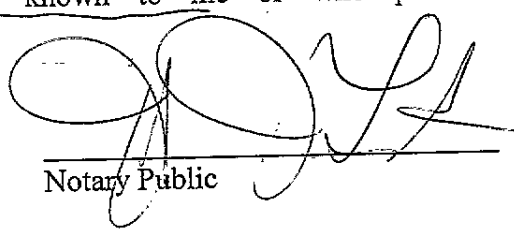


Michael D. LaBarbera

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

THIS INSTRUMENT ACKNOWLEDGED before me this 28th day of August, 2000, by
MICHAEL D. LaBARBERA, who is personally known to me or who produced
_____, as identification.



Notary Public



JENNIFER J. LAUKAT
COMMISSIONS # CC828881
EXPIRES MAY 01, 2001
BONDED THROUGH
ATLANTIC BONDING CO. INC.

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned having been designated as and appointed as registered agent hereby accepts the appointment pursuant to Section 607.034, Florida Statutes, with said acceptance date to be simultaneous with the formation of MEL'S COMBINED ENTERPRISES, INC., as a Florida corporation, pursuant to Florida law. ____

Dated at Tampa, Florida, on this 28th day of August, 2000.



Michael D. LaBarbera

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00 SEP -8 AM 9:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA