

**SCHAEFER, WIRTH & WIRTH**

ATTORNEYS AND COUNSELLORS AT LAW

1135 PASADENA AVENUE SOUTH  
SUITE 207

ST. PETERSBURG, FLORIDA 33707

JOHN SCHAEFER  
JANET L. WIRTH\*  
JUDY L. WIRTH

\*Admitted in New York

FILED  
01 MAR 20 AM 8:22  
SECRETARY OF  
TALLAHASSEE  
TELEPHONE  
(727) 345-4007  
FACSIMILE  
(727) 345-3942

**POI 8800030278**

March 19, 2001

Registration Section  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

80000388528--3  
-03/20/01--01080--018  
\*\*\*105.00 \*\*\*87.50

Re: Milagro Investments, Inc.

Dear Registration Section Representative:

Please be advised that the undersigned represents the interests of **Bill Rodrigues**, the sole Incorporator of the above-described corporation proposed to be formed pursuant to the requirements contained in **Chapter 607, Florida Statutes**.

As such, please find enclosed the following described items relative to this matter:

1. An original "Articles of Incorporation of Milagro Investments, Inc." executed on even date by the Incorporator described above.
2. One (1) copy of the Articles described in paragraph 1, above.
3. My law firm's check made payable to the Florida Department of State in the amount of \$105.00; and, representing the following described fees in this matter:

a.	Articles of Incorporation:	\$ 35.00
b.	Designation of and Acceptance by Registered Agent:	35.00
c.	Certificate of Status (3 * \$8.75):	26.25
d.	Certified Copy of Articles:	<u>8.75</u>

Total: \$105.00

If you would be so kind, trusting that all of the foregoing fully and completely complies with the filing requirements contained in **Section 607.0120, Florida Statutes**, please then file the Articles described in paragraph 1, above.

3-26-01  
NC

Page 2  
Registration Section  
Division of Corporations  
Re: Milagro Investments, Inc.  
March 19, 2001  
-----

In addition, upon such filing, please then kindly mail directly to the undersigned the items described in paragraphs 3c and 3d, above.

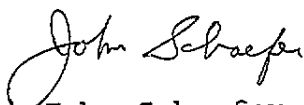
Finally, if you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly, as follows:

JOHN SCHAEFER, ESQ.  
Schaefer, Wirth & Wirth  
1135 Pasadena Avenue South  
Suite 207  
St. Petersburg, Florida 33707  
Tel: (727) 345-4007  
Fax: (727) 345-3942

In conclusion, please allow me to take this opportunity to thank you for your anticipated cooperation and consideration with respect to the matters herein described.

I thank you again and look forward to receipt of the items so requested herein.

Very truly yours,



John Schaefer

JS/ast  
Encs.

**AIRBORNE EXPRESS: OVERNIGHT MAIL**

xc: Bill Rodrigues, Incorporator  
Milagro Investments, Inc.

ARTICLES OF INCORPORATION  
OF  
MILAGRO INVESTMENTS, INC.

FILED  
01 MAR 20 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, **BILL RODRIGUES**, being a natural person, for the purpose of forming a corporation pursuant to the requirements contained in Chapter 607, Florida Statutes, the "Florida Business Corporation Act", does hereby act as the sole Incorporator in adopting, and delivering to the Florida Department of State for filing, the following described "Articles of Incorporation"; and, hereinafter referred to as the "Articles".

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation is **MILAGRO INVESTMENTS, INC.**; and, hereinafter referred to as the "Corporation".

**ARTICLE II**  
**INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is:

**351 S. Julia Circle  
St. Pete Beach, Florida 33706**

The mailing address of the Corporation is:

**c/o JOHN SCHAEFER, ESQ.  
Schaefer, Wirth & Wirth  
1135 Pasadena Avenue South  
Suite 207  
St. Petersburg, Florida 33707**

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares that the Corporation is authorized to issue is ten thousand (10,000); and, hereinafter referred to as the "Common Shares". All Common Shares shall be identical with each other in any and all respects and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Each Common Share shall have a par value of \$1.00.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The Florida street address of the initial registered office of the Corporation is:

1135 Pasadena Avenue South  
Suite 207  
St. Petersburg, Florida 33707

The name of the initial registered agent for the Corporation at this address is:

JOHN SCHAEFER, ESQ.

**ARTICLE V  
INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents, to the fullest extent permitted by law.

**ARTICLE VI  
INCORPORATOR**

The name and street address of the sole Incorporator of this Corporation is:

**BILL RODRIGUES  
351 S. Julia Circle  
St. Pete Beach, Florida 33706**

IN WITNESS WHEREOF, the undersigned, **BILL RODRIGUES**, has executed these Articles on this 19th day of March, 2001.

  
\_\_\_\_\_  
**BILL RODRIGUES  
Incorporator**

**ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT**

The undersigned, **JOHN SCHAEFER, ESQ.**, having been appointed in **ARTICLE IV** of these Articles as the initial registered agent for the Corporation in order to thereby accept service of process therefor at the initial registered office so designated therein, hereby accepts this appointment, agrees to act in such capacity, and acknowledges that he is familiar with, and accepts, the obligations of said position as more fully described in **Section 607.0501(3), Florida Statutes.**

ACCEPTED this 19th day of March, 2001.

  
\_\_\_\_\_  
**JOHN SCHAEFER, ESQ.  
Initial Registered Agent**