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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/29/01--01054--005
****122.50 *****78.75

SUBJECT: M.C.W. ASSOCIATES, INC.

Enclosed is our original and one (1) copy of the Articles of Incorporation and our check
for \$122.50.

FROM: MICHAEL J. WINGENDER

10424 JEPSON ST.

ORLANDO, FL. 32825

(407) 380-0184

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR 29 PM 12:59

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F. G. 123658 APR 3 2000

**ARTICLES OF INCORPORATION
OF**

__M.C.W. ASSOCIATES, INC.__

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

"M.C.W. ASSOCIATES, INC."

ARTICLE II PRINCIPLE OFFICES

10424 JEPSON ST.
ORLANDO, FL. 32825

ARTICLE III DURATION

The period of its duration is perpetual.

ARTICLE IV PURPOSE

The purpose of this corporation is to engage in activities or business permitted under the laws of the United States of America and the State of Florida. The purpose of the corporation shall not be limited, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporation objectives. The initial purpose of the corporation is maintenance, landscaping, and construction.

ARTICLE V SHARES OF COMMON STOCK

The corporation is authorized to issue one hundred (100) shares of stock at "no-par" value

ARTICLE VI INITIAL REGISTER AGENT & ADDRESS

Michael J. Wingender
10424 Jepson St.
Orlando, Fl. 32825

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TALLAHASSEE, FLORIDA

ARTICLE VII MANNER OF ELECTION OF OFFICERS & DIRECTORS

Election shall be by plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

OFFICERS Pres. Cathy L. Wingender, 10424 Jepson St. Orlando, FL. 32825

Sec/Trea Michael J. Wingender, 10424 Jepson St., Orlando, Fl. 32825

ARTICLE VIII INCORPORATORS

Michael J. Wingender SS# 214-94-1731

Cathy L. Wingender SS# 219-92-3310

ARTICLE IX AMENDMENT OF ARTICLES

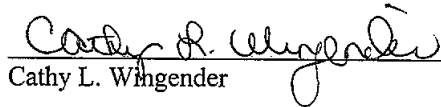
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for in the laws of this corporation and pursuant to Section 607.014, Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has executed these Articles of Incorporation this 21 day of March, 20 01.

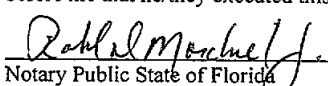

Michael J. Wingender


Cathy L. Wingender

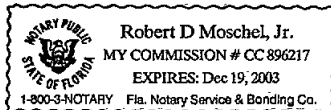
STATE OF FLORIDA

COUNTY OF Osceola

The foregoing instrument was acknowledged before me this 21 day of March, 20 01 by Michael J. & Cathy L. Wingender, who is ~~is~~ personally known to me, or () who produced _____ as identification and who acknowledged before me that he/they executed this instrument.


Notary Public State of Florida

SEAL



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT & OFFICE**

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and Office, in the State of Florida.

1. The name of the corporation is: M.C.W. ASSOCIATES, INC.

2. The name and address of the Registered Agent and Office is:

Michael J. Wingender

10424 Jepson St.

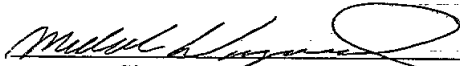
Orlando, Fl. 32825

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE OF DESIGNATION IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Signature

3/27/01
Date