

LAW OFFICES

VEGA, BROWN, STANLEY & BURKE, P.A.

FOUNDED 1948

GEORGE VEGA, JR.
THOMAS R. BROWN, P.A.
JOHN F. STANLEY*
CONSTANCE M. BURKE
DEMIAN M. KRUCHTEN
MICHAEL G. MOORE
* ALSO LICENSED IN NY

2660 AIRPORT ROAD SOUTH
NAPLES, FLORIDA 34112-4899

MARCO ISLAND OFFICE
950 NORTH COLLIER BLVD

TELEPHONE (941) 774-3333
TELECOPIER (941) 774-6420

P01000053765

700004302107--3
-05/23/01--01048--011
*****78.75 *****78.75

May 21, 2001

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

Re: M.N.W., Inc.

Dear Sir or Madam:

Attached please find the original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent, together with a check in the amount of \$78.75 for M.N.W., Inc., representing the filing fees plus one certified copy being returned to this office.

Please forward any correspondence and/or inquiries to the undersigned at the above address.
Thank you for your attention to this matter.

Very Truly Yours,

VEGA, BROWN, STANLEY
& BURKE, P.A.

Michael G. Moore

Michael G. Moore

FILED
01 MAY 23 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:jda
Enclosures as stated

D. BROWN MAY 31 2001

ARTICLES OF INCORPORATION

OF

M.N.W., INC.

FILED
01 MAY 23 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is M.N.W., INC.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and Florida as specifically limited by Florida Statutes Chapter 621.

ARTICLE IV

Authorized shares

- | | |
|-----------------------|---|
| Number: | The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Common Stock. |
| Voting Rights: | Each of these shares will entitle the holder to 1 vote per share. |
| Par Value: | Each share shall have a stated par value of \$.10 |

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is: 9580 Autumn Haze Drive, Naples, Florida 34109. The initial registered agent at that address is Ed Noble.

ARTICLE VI

The names and addresses of the initial Incorporator is;

Ed Noble
9580 Autumn Haze Drive
Naples, Florida 34109

ARTICLE VII

The holders of the Common Stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of this stock of this corporation as may be issued for any reason. The preemptive right of any holder is determined by the ratio of authorized and issued shares of Common Stock owned by the shareholder to all shares of Common Stock currently authorized and outstanding.

ARTICLE VIII

The address of the principal office is: 9580 Autumn Haze Drive, Naples, Florida 34109.

ARTICLE IX

The shareholders of this corporation shall be allowed the vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than 24 hours prior to the time set for the holding of the shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation at Naples, Collier County, Florida on this 30 day of April, 2001.

A handwritten signature in black ink, appearing to be 'E. Noble', written over a horizontal line.

Ed Noble

CERTIFICATE OF DESIGNATION

FILED
01 MAY 23 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.051, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

One: The name of the corporation is M.N.W., INC.

9580 Autumn Haze Drive
Naples, Florida 34109

Two: The name and address of the Registered Agent is:

Ed Noble
9580 Autumn Haze Drive
Naples, Florida 34109

Executed this 30 day of April, 2001.



Ed Noble, Incorporator

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated 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.



Ed Noble

4/30/01

Date