

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : FLORIDA & OFFSHORE BUSINESS FORMATION, INC.
Account Number : E20010000099
Phone : (775)884-1357
Fax Number : (775)882-6818

FLORIDA PROFIT CORPORATION OR P.A.**Magnolia Acres, Inc.**

Certificate of Status	1
Certified Copy	0
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Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
Magnolia Acres, Inc.**

In compliance with Chapter 607 and/or Chapter 621, F. S. (Profit) the undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Magnolia Acres, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business address is: 20 S. Broad Street, Brooksville, FL 34601

The Mailing Address: 20 S. Broad Street, Brooksville, FL 34601

ARTICLE III: SHARES

The number of shares of stock is Ten Thousand (10,000) no par common stock.

ARTICLE IV: INITIAL REGISTERED AGENT

The name and Florida street address of the registered agent is:

Thomas S. Hogan, Jr.

20 S. Broad Street

Brooksville Florida, 34601

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ARTICLE V: INCORPORATOR

The name and address of the Incorporator is:

Alan Teegardin

Florida & Offshore Business Formation, Inc.

20 S. Broad Street

Brooksville, Florida, 34601

ARTICLE VI: PURPOSE

The purpose for which the corporation is organized is any and all lawful business.

ARTICLE VII: INITIAL OFFICERS/DIRECTORS

The name and address: Director: Nicholas J. Downes, 15007 Morgan Lane Brooksville, FL 34601

ARTICLE VIII: DURATION and EFFECTIVE DATE

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

The effective date shall be the date of filing of this corporation with the Florida Division of Corporations.

ARTICLE IX: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she or it already holds, shall have the right to purchase his/ or its prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which the same is offered to others.

ARTICLE X: BOARD OF DIRECTORS

This corporation shall have director(s) initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than one (1).

ARTICLE XI: BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE XII: AMENDMENT

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 XIII: INDEMNIFICATION

In addition to any rights and duties under applicable law, the corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

The undersigned has executed these Articles of Incorporation this 28th day of September, 2001

Florida & Offshore Business Formation, Inc. by its agent, Alan Teegardin.

A handwritten signature in cursive script, reading "Alan Teegardin", written over a horizontal line.

Alan Teegardin, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the company is: Magnolia Acres, Inc.
2. The name and address of the registered agent and office is:

Thomas S. Hogan, Jr.
20 S. Broad Street
Brooksville, FL 34601

Having been named as registered agent and to accept service of process for the above stated company 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.


Thomas S. Hogan, Jr.

Dated: 9/28, 2001

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