

PO1000100974

THOMAS W. MEARES  
1201 Eighth Avenue West, C-3  
Palmetto, Florida 34221

October 11, 2001

**BY FEDERAL EXPRESS**

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Meares Enterprises, Inc.

7000004638187--0  
-10/16/01-01032-005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

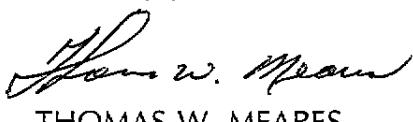
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the original Articles and return a certified copy to me at the above address.

Also enclosed is my check in the amount of \$78.75, representing the filing fee of \$35.00, certified copy fee of \$8.75, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,

  
THOMAS W. MEARES

Enclosures

2001 OCT 16 AM 9:48  
FEDERAL EXPRESS  
SPECIAL AGENT IN CHARGE  
TALLAHASSEE, FLORIDA

10/18/01

ARTICLES OF INCORPORATION

OF

MEARES ENTERPRISES, INC.

2001 OCT 16 AM 9:48

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

MEARES ENTERPRISES, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1201 Eighth Avenue West, C-3, Palmetto, Florida 34221, and the name of the initial registered agent of this corporation at that address is Thomas W. Meares.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Thomas W. Meares	1201 Eighth Avenue West, C-3 Palmetto, Florida 34221

ARTICLE VII

SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas W. Meares	1201 Eighth Avenue West, C-3 Palmetto, Florida 34221

ARTICLE VIII

BY-LAWS

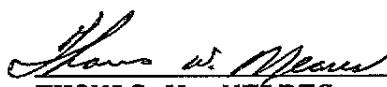
The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation, this 13 day of October, 2001.

  
THOMAS W. MEARES

STATE OF FLORIDA

COUNTY OF

*Manatee*

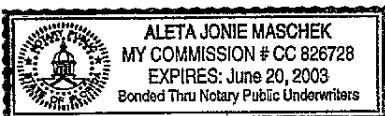
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared THOMAS W. MEARES, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 12 day of October, 2001..

*Aleta Jonie Maschek*

NOTARY PUBLIC

My commission expires:



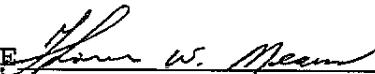
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: MEARES ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

<u>THOMAS W. MEARES</u>	200
(NAME)	OCT 16
<u>1201 Eighth Avenue West, C-3</u>	AM
(P.O. BOX <u>NOT ACCEPTABLE</u> )	9:48
<u>Palmetto, Florida 34221</u>	
(CITY/STATE/ZIP)	

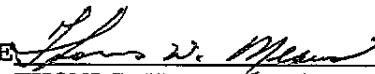
STATE BANK & TRUST  
TALLAHASSEE, FLORIDA

SIGNATURE   
THOMAS W. MEARES

TITLE President

DATE October 15, 2001

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 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   
THOMAS W. MEARES

DATE October 15, 2001

REGISTERED AGENT FILING FEE: \$35.00