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\*\*\*\*\*70.00 \*\*\*\*\*70.00

TRANSMITTAL LETTER

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

SUBJECT: MADCAP, INC.

FILED  
2001 NOV 13 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF  
INCORPORATION AND OUR CHECK FOR \$ 70.00.

FROM:

TOM WILLIAMS  
1409 KINGSLEY AVE, SUITE 1B  
ORANGE PARK, FLORIDA 32073  
(904) 278-5566

11/14/01

FILED

2001 NOV 13 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

MADCAP, 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

THE NAME OF THE CORPORATION SHALL BE: MADCAP, INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

2629 TRAMORE PLACE  
ORANGE PARK, FL 32065

ARTICLE III CAPITAL STOCK

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS: 1000 SHARES

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

MICHAEL CAPOZZE  
2629 TRAMORE PLACE  
ORANGE PARK, FL 32065

ARTICLE V INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS(ARE):

MICHAEL CAPOZZI  
2629 TRAMORE PLACE  
ORANGE PARK, FL 32065

MIKE MADDOX  
6537 SIMCA DR  
JACKSONVILLE, FL. 32277

THE UNDERSIGNED INCORPORATOR(S) HAS(HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS seventh DAY OF November, 2001.

SIGNATURE

SIGNATURE

SIGNATURE

FILED

2001 NOV 13 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: **MADCAP, INC.**

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

MICHAEL CAPOZZI  
2629 TRAMORE PLACE  
ORANGE PARK, FL 32065

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.

SIGNATURE



DATE 11-07-2001