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

From: Account Name : RICHARD G. HATHAWAY, P.A.
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FLORIDA PROFIT CORPORATION OR P.A.
MARCOFF, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
MARCOFF, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be MARCOFF, INC.

**Article II
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be

13055 Clearbrook Court
Jacksonville, FL 32225

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$0.01 per share.

**Article IV
Initial Registered Agent and Address**

The street address of the initial registered office of this corporation is:

50 A1A North - Suite 102
Ponte Vedra Beach, Florida 32082

and the initial registered agent at that office is:

Richard G. Hathaway.

**Article V
Incorporator**

The name and street address of the incorporator of this corporation are:

Richard G. Hathaway
50 A1A North - Suite 102

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Ponte Vedra Beach, Florida 32082

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

(a) This corporation shall have two (2) director initially. The number of directors may be increased or decreased from time to time as provided in the bylaws, but shall never be less than one (1).

(b) The name and street address of the initial director of the corporation are:

Buddy F. Martin - President
13055 Clearbrook Court
Jacksonville, FL 32225

(c) The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 25th day of February, 2002.


Richard G. Hathaway, Incorporator

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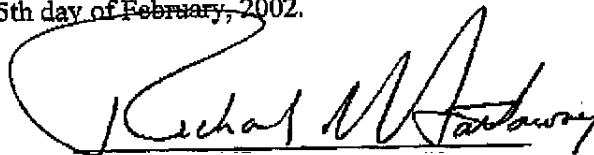
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CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

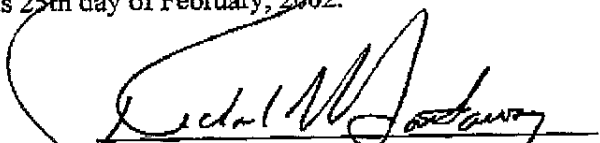
MARCOFF, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates as its registered agent Richard G. Hathaway to accept service of process within the State of Florida and the address of its registered office shall be 50 A1A North - Suite 102, Ponte Vedra Beach, Florida 32082.

DATED this 25th day of February, 2002.


Richard G. Hathaway, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 25th day of February, 2002.


Richard G. Hathaway, Registered Agent

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