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TRANSMITTAL LETTER FILED

02 MAY -1 AM 10: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MackVestor International Holding Co., Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000005417840--5
-05/01/02--01070--001
*****87.50 *****87.50

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: C.E. Francis
Name (Printed or typed)

3491 Pail Mall Drive, Ste 101
Address

Jacksonville, FL 32257
City, State & Zip

904-565-2681
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

Of

MACKVESTOR INTERNATIONAL HOLDING CO., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation shall be:

MACKVESTOR INTERNATIONAL HOLDINGS CO., INC.

ARTICLE II. PRINCIPLE OFFICE

The street address of the initial principle office in the State of Florida is:
3491 Pall Mall Drive, Ste, 101, in the City of Jacksonville, 32257
County of Duval.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of the stock and its par value that the corporation is authorized to have outstanding at any time is:

5000 Shares Par Value \$25.00 each

ARTICLE V. TERM OF EXISTANCE

This Corporation is to exist perpetually.

ARTICLE VI. INITIAL OFFICERS

The name and address of the initial officer(s) who shall hold office the first year of the corporation's existence is:

C M. A. Christopher Francis

VC Christopher J. Francis

T K. Christopher Francis

ARTICLE VI. INITIAL REGISTERED AGENT

The name and street address of the registered agent is:

C. E. Francis
3491 Pall Mall Drive, Suite 101
Jacksonville, FL 32257

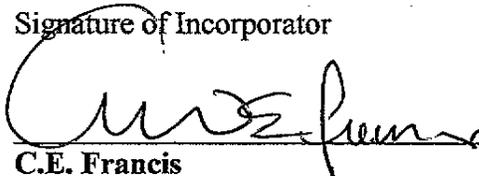
ARTICLE VII. INCORPORATOR

The name and address of the Incorporator:

C. E. Francis
3491 Pall Mall Drive, Suite 101
Jacksonville, FL 32257

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 30~~th~~ day of April, 2002.

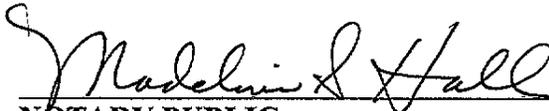
Signature of Incorporator



C.E. Francis

STATE OF FLORIDA
COUNTY OF DUVAL

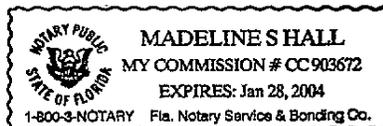
THE FOREGOING instrument was acknowledged and sworn to before me this April 30 day
Of April, 2002 by, C.E. Francis. ID Produced – FL Diver Lic. # F652-105-72-462-0



NOTARY PUBLIC

Madeline S Hall

My Commission Expires: January 28, 2004



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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

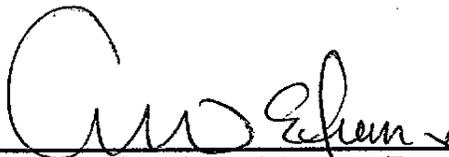
1. The name of the corporation is:

MACKVESTOR INTERNATIONAL HOLDING CO., INC.

2. The name and address of the registered agent and office is:

C. E. Francis
3491 Pall Mall Drive, Suite 101
Jacksonville, FL 32257

**HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS ARTICLE, I AM FAMILIAR WITH AND ACCEPT THE
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS
CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF
ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF
MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION
607.325 FLORIDA STATUTES**



Signature / Registered Agent /Date
C.E. Francis