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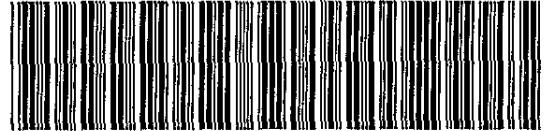
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# *The Tancredo Law Firm, P.A.*

1306 THONOTOSASSA ROAD  
PLANT CITY, FLORIDA 33563-4336  
TELEPHONE (813) 659-3612  
FACSIMILE: (813) 754-2132

## TRANSMITTAL LETTER

January 16, 2003

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

**Re: *Mia's Place, Inc.***


Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Article of Incorporation for the above referenced company. Additionally, please find enclosed a check in the amount of two hundred and thirty-five 50/100 (\$237.50), payable to the Florida Department of State for the payment of your departments services as follows (\$87.50 Filing Fee for Articles of Incorporation and \$150.00 for first years annual dues).

Thank you in advance for your cooperation and please forward the acknowledgment to this firm, which represents the interests of, this newly formed company. Any questions that you may have concerning this entity please direct to my office at the numbers provided below.

Sincerely,

THE TANCREDO LAW FIRM, P.A.



Christopher A. Tancredo, Esq.  
For the Firm

# *Articles of Incorporation*

## Florida For Profit Corporation

### PREAMBLE

*I the Undersigned*, incorporator, pursuant to Chapter 607 et seq. Florida Statutes, due hereby establish according to law, a Florida for Profit Corporation for the purpose of conduction such lawful business activities as may be provided for by law.

### ARTICLE I. - COMPANY NAME

In accordance with §607, Fla. Stat., the name of the corporation shall be:

**Mia's Place, Inc.**

### ARTICLE II. - COMPANY ADDRESS

The address on the initial principle office of this corporation shall be:

2201 Thontosassa Road, Plant City, Florida 33563

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

### ARTICLE III. - EFFECTIVE DATE

The effective date for the legal existence of this corporation shall be the date of the filling of these Articles with the Florida Department of State, Division of Corporations.

### ARTICLE IV. - REGISTERED AGENT

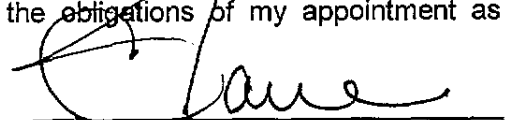
The name and street address of the initial registered agent for the corporation shall be as follows:

Christopher A. Tancredo, Esq.  
THE TANCREDO LAW FIRM, P.A.  
1306 Thonotasassa Road  
Plant City, Florida 33563-4336

I, Christopher A. Tancredo, having been named as Registered Agent to accept service of process for Mia's Place, Inc., the aforementioned Florida for profit Corporation, at its designated company address as appears within this Certificate, do hereby accept appointment as Registered Agent of same and agree to act in said capacity until such time as I cause to be filed with the

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Florid Department of State, a duly executed statement of resignation. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and certify hereby that I am familiar with and accept the obligations of my appointment as enumerated in Chapter 608, Florida Statutes.

  
Christopher A. Tancredo, Esq.

#### ARTICLE V. BUSINESS PURPOSE

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
  - (a) To have perpetual succession by its corporate name;
  - (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
  - (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner produced;
  - (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
  - (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
  - (f) To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute 607.141;
  - (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrument thereof;
  - (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
  - (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without the state;

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration of the corporation;

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(n) To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

(q) To have and exercise all powers necessary of convenient to effect its purposes;

(r) To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

#### ARTICLE VI. - AUTHORIZED SHARES

The aggregate number of shares which this corporation shall have authority to issue is the total sum of one hundred (100) shares. Par value is one dollar 00/100 (\$1.00).

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VII. - INITIAL OFFICERS

The corporation shall have one initial and founding officer. The name and address of said initial officer is:

Cecile M. Roach  
2201 Thonotosassa Road  
Plant City, Florida 33563

#### ARTICLE VII. - INCORPORATORS

The corporation shall be incorporated by one (1) incorporator. The name and address of

the incorporator for this corporation is:

Cecile M. Roach  
2201 Thonotosassa Road  
Plant City, Florida 33563

I the Undersigned have executed these Articles of Incorporation this the 10<sup>th</sup> day of January 2003.

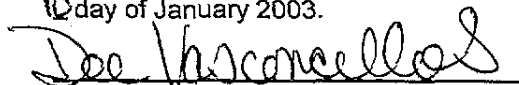


Cecile M. Roach  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

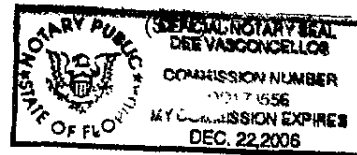
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Cecile M. Roach, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 10 day of January 2003.



NOTARY PUBLIC, State of Florida  
at Large

My commission expires:



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DIVISION OF CORPORATIONS  
STATE OF FLORIDA