

P03000022552

Patrick C. Halpenny
(Requestor's Name)

818 Palmetto Terr
(Address)

Orlando, FL 32765
(Address)

407-322-2312
(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
M&PH, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is M&PH, INC.

ARTICLE II
ADDRESS

The address for the principal office of the corporation is 818 Palmetto Terrace,
Oviedo, FL. 32765

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, or any other
state, county, territory or nation.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00)
par value common stock.

ARTICLE V

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of two directors. The names and addresses of the initial directors of this corporation are:

NAME:

ADDRESS:

PATRICK C. HALPENNY
RAMONA S. HALPENNY

818 Palmetto Terrace, Oviedo, FL. 32765
818 Palmetto Terrace, Oviedo, FL. 32765

ARTICLE VII

LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII
REGISTERED AGENT

The initial Registered Agent for this corporation is:

NAME: ADDRESS:
PATRICK C. HALPENNY 818 Palmetto Terrace, Oviedo, FL. 32765

ACCEPTANCE OF REGISTERED AGENT:
Signed: Patrick C. Halpenny
Printed: PATRICK C. HALPENNY

I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF REGISTERED AGENT.

ARTICLE IX
INCORPORATORS

The name and address of the person signing these articles is:

NAME: ADDRESS:
PATRICK C. HALPENNY 818 Palmetto Terrace, Oviedo, FL. 32765

Signed: Patrick C. Halpenny
Printed: PATRICK C. HALPENNY

ARTICLE X
EFFECTIVE DATE

The date of the commencement of the corporate existence shall be the date of the filing of these Articles with the Secretary of State.

ARTICLE XI

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE XII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.