

OCT-02-2003 THU 11:28 AM FRESE NASH HANSEN

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Division of Corporations

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Florida Department of State  
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From:

Account Name : FRESE, NASH & HANSEN, P.A.  
Account Number : I20000000258  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2003 OCT -2 PM 9:30

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**FLORIDA PROFIT CORPORATION OR P.A.**

**MATNICK PARTNERS, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
MATNICK PARTNERS, INC.**

2003 OCT -2 PM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is MATNICK Partners, Inc.

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to engage in any business lawful under the laws of the State of Florida and the United States.

**ARTICLE IV**

The Corporation is authorized to issue 10,000 shares of \$1.00 par value, Class A voting common stock, and 10,000 shares of \$1.00 par value, Class B non-voting common stock. The holders of Class A common stock shall have exclusive rights to notice of shareholders' meetings and exclusive voting rights and powers. In all other respects, the rights attendant to Class A and Class B common stock, once issued, shall be identical in all respects.

This Corporation is not authorized to issue shares in series or in less than whole shares.

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**ARTICLE V**

Every Shareholder, upon the issuance of any new stock of this Corporation, shall have the right to purchase his or her pro-rata share thereof (as nearly as can be done without issuing fractional shares), at the price at which it is offered to others.

**ARTICLE VI**

The initial street and mailing address of the principal place of business of the Corporation is 158 N. Harbor City Boulevard, Melbourne, Florida 32935. The initial address in Florida of the initial registered office of this Corporation is 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901, and the name of the initial registered agent of this Corporation at that address is J. Patrick Anderson.

**ARTICLE VII**

The initial Board of Directors shall consist of one Director initially. The number of Directors may be either increased or diminished from time to time by the Shareholders, but shall never be less than one (1). The name and address of the person who shall serve as Director until the first annual meeting of the Shareholders, or until successors have been elected and qualified, are as follows:

Richard P. Love, Jr.  
158 N. Harbor City Boulevard  
Melbourne, Florida 32935

**ARTICLE VIII**

The Directors of this Corporation shall adopt Bylaws which shall contain provisions for the management of the business and the regulation of the affairs of the Corporation that are not inconsistent with the Articles or the laws of the State of Florida.

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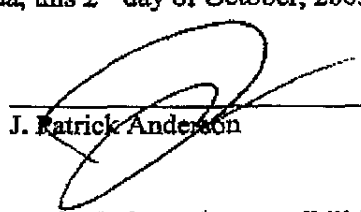
**ARTICLE IX**

The name and address of the initial incorporator is as follows: J. Patrick Anderson, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

**ARTICLE X**

The Board of Directors shall have the power to amend or supplement these Articles of Incorporation when approved by a majority vote of the Shareholders.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 2<sup>nd</sup> day of October, 2003.

  
\_\_\_\_\_  
J. Patrick Anderson

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
\_\_\_\_\_  
J. Patrick Anderson  
Registered Agent

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