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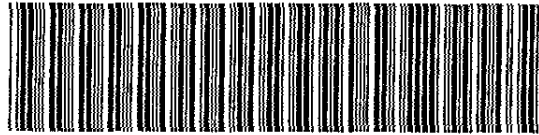
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LAW OFFICES OF  
**FERGESON, SKIPPER, SHAW, KEYSER, BARON & TIRABASSI, P.A.**

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DAVID J. BARON (7)  
JAMES O. FERGESON, JR. (2)  
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LONGBOAT KEY OFFICE:  
544 BAY ISLES ROAD

(1) BOARD CERTIFIED CIVIL TRIAL LAWYER  
(2) BOARD CERTIFIED TAX LAWYER  
(3) BOARD CERTIFIED REAL ESTATE LAWYER  
(4) BOARD CERTIFIED WILLS, TRUSTS  
AND ESTATES LAWYER  
(5) BOARD CERTIFIED APPELLATE LAWYER  
(6) BOARD CERTIFIED BUSINESS  
LITIGATION LAWYER  
(7) FLORIDA SUPREME COURT  
CERTIFIED CIRCUIT MEDIATOR

February 23, 2004

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

Re: Articles of Incorporation for Megtay, Inc.  
File No. 9465/19816

Gentlemen:

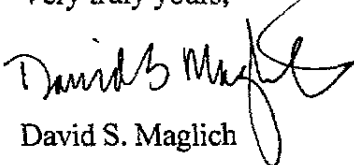
Enclosed are the following:

1. Original and copy of Articles of Incorporation for Megtay, Inc.
2. Check in the amount of \$70.00 to cover the filing fee for the Articles of Incorporation.

Please return the copy of the Articles of Incorporation to me in the **enclosed** envelope.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
David S. Maglich

DSM/jlg

Enclosures

cc: Ms. Janieve Smith

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**MEGTAY, INC.**

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I.**

**Name**

The name of this corporation is MEGTAY, INC. The mailing address of the corporation is 5134 Sunnydale Circle West, Sarasota, Florida 34233.

**ARTICLE II.**

**Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these Articles with the Department of State, and the corporation shall have perpetual existence thereafter.

**ARTICLE III.**

**Nature of Business**

This corporation is organized to engage in any and all lawful businesses.

## **ARTICLE IV.**

### **Powers**

**The corporation shall have power:**

- a. To have perpetual succession by its corporation 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 reproduced;**
- 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 to the full extent permitted by law;**
- 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 municipality or of any instrumentality 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 for 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 this 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 these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation;

m. To make donations for the public welfare or for charitable scientific or educational purposes;

n. To transact any 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; and

q. To have and exercise all powers necessary or convenient to effect its purposes.

## **ARTICLE V.**

### **Capital Stock**

This corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which may be fractional shares. All stock, when issued, shall be fully paid and non-assessable.

## **ARTICLE VI.**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 1515 Ringling Boulevard, Tenth Floor, Sarasota, Florida 34236, and the name of its initial registered agent at such address is David S. Maglich, Esquire.

## **ARTICLE VII.**

### **Directors**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by holders of all of the outstanding shares of stock of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until her successor is duly elected and qualified, are:

#### **Name**

Janieve Smith

#### **Address**

5134 Sunnydale Circle West  
Sarasota, Florida 34233

**ARTICLE VIII.**

**Subscriber**

**The name and street address of the incorporator signing these articles of incorporation is:**

**Name**

**Address**

**Janieve Smith**

**5134 Sunnydale Circle West  
Sarasota, Florida 34233**

**ARTICLE IX.**

**Special Provisions**

**The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders of this corporation.**

**ARTICLE X.**

**Indemnification**

**The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.**

**ARTICLE XI.**

**Preemptive Rights**


**Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.**

ARTICLE XII.

Amendment

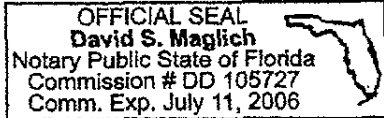
These articles of incorporation may be amended in the manner provided by law.

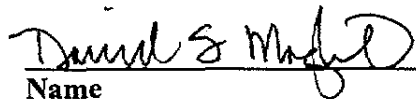
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on February 23, 2004.

  
\_\_\_\_\_  
JANIEVE SMITH

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on February 23, 2004, by  
JANIEVE SMITH, who is personally known to me.



  
\_\_\_\_\_  
Name \_\_\_\_\_  
Notary Public  
Serial Number (if any) \_\_\_\_\_  
Commission Expiration Date \_\_\_\_\_



**ACCEPTANCE**

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in §607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
DAVID S. MAGLICH, ESQUIRE  
Registered Agent