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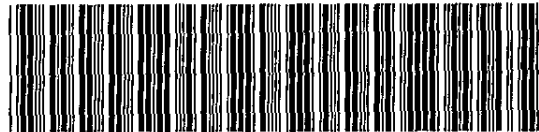
(Business Entity Name)

(Document Number)

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04 MAY 26 PM 4:54
DIVISION OF REGISTRATION

2004 MAY 24 A 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



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May 24, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Manderson Equities, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

**ARTICLES OF INCORPORATION
OF
MANDERSON EQUITIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of this corporation is Manderson Equities, Inc.

**ARTICLE II
EFFECTIVE DATE AND DURATION**

The effective date of this corporation shall be the date of the filing of these Articles with the Secretary of State of Florida and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

The purpose of this corporation is to engage in any and all lawful business purposes, and any other activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV
STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of the consideration received for such shares shall constitute capital surplus.

ARTICLE V
AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights or options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI
AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII
PRINCIPLE PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporations initial registered office in Florida is 1415 W Ocean Avenue, Lantana, Florida 33462, and the name of its initial registered agent at that address is Rocco D. Paciello. The principle place of business shall also be at that same address.

ARTICLE VIII
DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person who is to serve as sole director until the first annual meeting of the shareholders, or until his successor is or are elected and qualified, as appointed by the Incorporator of the Corporation, is:

<u>Name</u>	<u>Address</u>
Craig Manderson	1415 W Ocean Avenue Lantana, Florida 33462

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Rocco D. Paciello	1415 W Ocean Avenue Lantana, Florida 33462

ARTICLE X
COMMON DIRECTORS AND TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purposes if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI
BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of the shareholders at any meeting thereof.

Dated this 22 day of May, 2004.


Rocco D. Paciello, Incorporator

STATE OF FLORIDA)

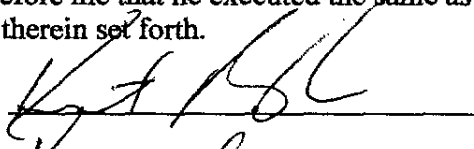
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 22nd day of MAY, 2004, by Rocco D. Paciello,

[] who is personally known to me or
[X] who produced FL DRIVER'S LICENSE as identification
and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



Kenneth Blakeslee
Commission #DD153077
Expires: Sep 24, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


KENNETH BLAKESLEE
(Print name of Notary)

Notary Public Commission
Number: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

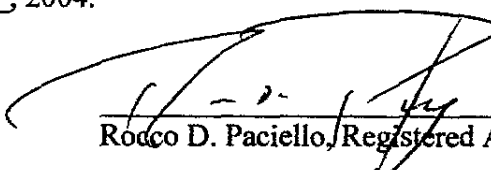
In compliance with the Florida Statutes, the following is submitted:

Manderson Equities, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Rocco D. Paciello, located at 1415 West Ocean Ave., Lantana, Florida, 33462, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 22 day of May, 2004.


Rocco D. Paciello, Registered Agent

STATE OF FLORIDA)

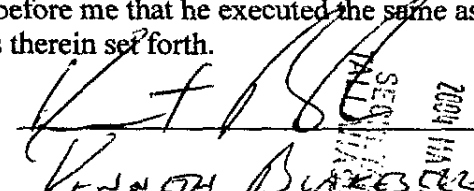
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Commission #DD153077
Expires: Sep 24, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


(Print name of Notary)

Notary Public Commission
Number: _____

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NOTARY PUBLIC
STATE OF FLORIDA