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(Requestor's Name)

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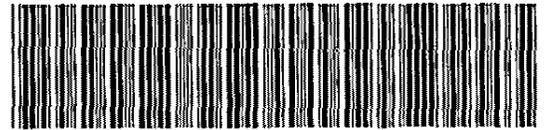
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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CYPRESS FINANCIAL
13340 W. Colonial Drive, Suite 220
Winter Garden, FL 34787
407-654-4336
407-654-2887 fax

May 26, 2004

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

Re: Articles of Incorporation – M. W. Mitchell Construction & Development, Inc.

To Whom It May Concern:

Enclosed please find Articles of Incorporation for filing. Also enclosed is check in the amount of \$78.75 representing payment as follows:

| | |
|---------------------------------|----------------|
| Fee for filing Articles | \$35.00 |
| Designation of Registered Agent | \$35.00 |
| Certified copy of Articles | <u>\$ 8.75</u> |
| TOTAL | \$78.75 |

If you have any difficulties filing these Articles or need any additional information, please contact me at (407) 654-4336. Thank you in advance for your assistance.

Very truly yours,



Eric C. Reinhardt
President

ECR/ns
Enclosure

**ARTICLES OF INCORPORATION
OF
M. W. MITCHELL CONSTRUCTION & DEVELOPMENT, INC.**

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

ARTICLE I

Name. The name of this corporation is: **M. W. Mitchell Construction & Development, Inc.**

ARTICLE II

Street Address. The street address of this corporation is: 9160 Royal Gate Drive, Windermere, FL 34786.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Authorized Shares. This corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 9160 Royal Gate Drive, Windermere, FL 34786 and the name of the initial registered agent of the corporation at that address is Mark W. Mitchell.

ARTICLE VI

Initial Board of Directors. The names and street addresses of the initial Directors of this corporation are:

| Name | Address |
|------------------|---|
| Mark W. Mitchell | 9160 Royal Gate Drive Windermere, FL 34786 |

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF SEMINOLE

ARTICLE VII

Incorporator. The name and street address of the incorporator signing these Articles is:

| Name | Address |
|------------------|---|
| Mark W. Mitchell | 9160 Royal Gate Drive Windermere, FL 34786 |

ARTICLE VIII

Amendment to Articles. These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

ARTICLE IX

Bylaws. The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

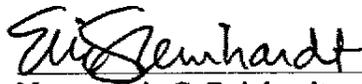
IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 26th day of May, 2004.



Mark W. Mitchell

**STATE OF FLORIDA
COUNTY OF ORANGE**

Before me personally appeared Mark W. Mitchell, to me well known and known to me to be the incorporator described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.



Name: Eric C. Reinhardt
Notary Public, State of Florida



Eric C. Reinhardt
My Commission DD211909
Expires June 16, 2007

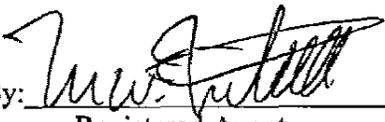
**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

M. W. Mitchell Construction & Development, Inc. desiring to organize as a corporation under the laws of the State of Florida with its registered office at 9160 Royal Gate Drive, Windermere, FL 34786, has named Mark W. Mitchell located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 further agree to comply with the provision of said Act relative to keeping open said office.

By: 
Registered Agent

Date: May 26, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA