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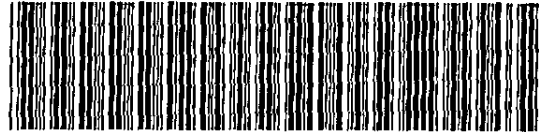
(Business Entity Name)

(Document Number)

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FILED
05 FEB 28 PM 4:45
TALLAHASSEE, FLORIDA

2/28/05

TRANSMITTAL LETTER

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

SUBJECT: M AND L Properties INC.
(PROPOSED CORPORATE NAME -- MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

SMK ACCOUNTING SERVICES INC.

Name (Printed or typed)

STEVEN M. KLEINBERGER

1411 EL CAYO COURT

Address

WINTER SPRINGS, FL 32708

City, State & Zip

407-971-2764

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



RECEIVED

05 FEB 28 AM 9:00

FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 21, 2005

SMK ACCOUNTING SERVICES INC.
STEVEN M. KLEINBERGER
1411 EL CAJON COURT
WINTER SPRINGS, FL 32708

SUBJECT: M & L PROPERTIES INC.
Ref. Number: W05000008928

We have received your document for M & L PROPERTIES INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L04000037059 (M.L. PROPERTIES, LLC).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 005A00012042

Articles of Incorporation
of
M AND L FLORIDA PROPERTIES INC.

FILED
05 FEB 28 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Corporate Name:

The name of the Corporation shall be : **M AND L FLORIDA PROPERTIES INC.** The principal place of business of the corporation shall be : 209 BRYNWOOD LANE, SANFORD, FL. 32771

2. Registered Agent In Initial Registered Office:

The registered agent and the street address of the initial registered office of this corporation in the State Of Florida shall be: Steven M. Kleinberger, 1411 El Cajon Court, Winter Springs, FL. 32708.

The Board of Directors from time to time may move the registered office to any other address in the State Of Florida.

3. Nature Of The Business

The general nature of the business to be conducted by this corporation is to engage in any and all business permitted under the laws of the State Of Florida, the United States Of America or any other state, country, territory or nation.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 7500 shares, all of which are to be common stock with a par value of \$1.00 per share.

5. Incorporator.

The name and mailing address of the incorporator signing these Articles of Incorporation as incorporator is:

STEVEN M. KLEINBERGER
1411 El Cajon Court
Winter Springs, FL. 32708

6. Existence.

The Corporation shall have perpetual existence, commencing on the date of filing of these articles in the office of the Secretary of State for the State Of Florida.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Board Of Directors

This corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one director.

9. Initial Directors:

The names of the initial directors of this corporation and their street address is:

Mary W. Pope: 209 Brynwood Lane, Sanford, FL. 32771

Lewis A. Pope: 209 Brynwood Lane, Sanford, FL. 32771

Lewis Alan Pope: 208 S. Elliott Avenue, Sanford, FL. 32771

The persons named as initial directors shall hold office for the first year of existence of the corporation or until their successor is elected or appointed and have qualified, whichever comes first.

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- b) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (c) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (d) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.
- (e) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

9. Initial Officers:

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation or until their successors are elected/appointed are:

Mary W. Pope: 209 Brynwood Lane, Sanford, FL. 32771- P (50%)

Lewis A. Pope: 209 Brynwood Lane, Sanford, FL. 32771-VP (49%)

Lewis Allen Pope: 208 S. Elliott Avenue, Sanford, FL. 32771-S (1%)

10. Amendment:

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board Of Directors, proposed to them by the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote, unless all the directors and stockholders sign a written statement manifesting their intention that a certain amendment of the articles of incorporation be made.


11. Pre-Emptive Rights:

Every stockholder upon sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds has the right to purchase his pro-rata share thereof at any price at which it is offered to others.

12. By-Laws:

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board Of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on this 7th day of February, 2005.

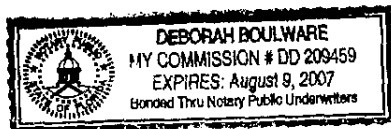

Steven M. Kleinberger

State of FLORIDA)

County of SEMINOLE)

BEFORE ME, a Notary Public for the State of FLORIDA., personally appeared STEVEN M.KLEINBERGER, to me personally known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief and subscribed to these articles of incorporation on the 7th day of February, 2005. The following was provided as identification: known.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Deborah Boulware
Notary Public-State Of Florida at Large

My commission expires:

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the aboved name corporation to accept service of process at the address listed, I hereby accept said designation and agree to act in this capacity and to comply with revisions of said act relative to keeping open said office.

[Signature]
Registered Agent

FILED
05 FEB 20 PM 4:45
CLERK OF STATE
TALLAHASSEE, FLORIDA