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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
Phone : (850) 224-8870
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FLORIDA PROFIT CORPORATION OR P.A.

MADELEINA COTTAGE, INC.

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CAPITAL CONNECTION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MADELEINA COTTAGE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **MADELEINA COTTAGE, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is **469 Bellepoint Drive, Belle Vista, St. Pete Beach, FL. 33706**

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares having a par value of (\$1.00) per share..

H05000079091 3

H05000079091 3

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Gary David Scott, 469 Bellepoint Drive, Belle Vista, St. Pete Beach, FL. 33706**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Your Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.**

ARTICLE VI: SPECIAL PROVISIONS

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

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H05000079091 3

ARTICLE VIII: OFFICERS AND DIRECTORS

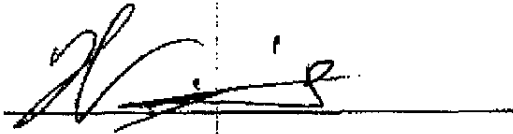
The Initial Officers and Directors of the corporation are:

**Gary David Scott, President/Treasurer, 469 Bellepoint Drive, Belle Vista, St. Pete Beach, FL.
33706**

**Diane Scott, Vice President/Secretary, 469 Bellepoint Drive, Belle Vista, St. Pete Beach, FL.
33706**

The undersigned has executed these Articles of Incorporation this 31st day of March 2005.

Your Capital Connection, Inc., by Weimar Lopez , Client Representative

A handwritten signature in black ink, appearing to read 'Weimar Lopez', is written over a horizontal line.

H05000079091 3

H05000079091 3

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SECRETARY OF STATE
TALLAHASSEE FLORIDACERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is : _____

MADELEINA COTTAGE, INC.

2. The name and address of the registered agent and office is: _____

SCOTT, GARY DAVID

469 Ballepoint Drive

Belle Vista

St. Pete Beach, FL 33706

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X gd

(Signature)

March 31, 2005

(Date)

Gary David Scott, President / Treasurer
Printed Name, Title

H05000079091 3