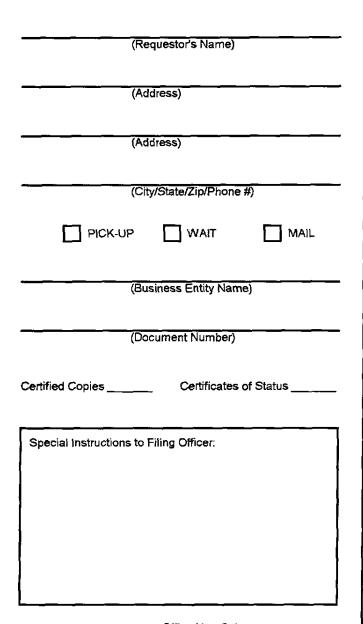
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Suv (spas of Caruso & Swerbilow, P.A.

JOE TEAGUE CARUSO
BOARD CERTIFIED CIVIL TRIAL LAWYER
SENIOR PARTNER

HOWARD M. SWERBILOW BOARD CERTIFIED CRIMINAL TRIAL LAWYER LICENSED IN FLORIDA BASHINGTON D.C. ARIZONA MARIZONA

JOHN J. CAMEROTA LICENSEDIN FLORIDA MASSACHUSETTS.

October 10, 2005

TELEPHONE: 321-453-3880 FACSIMILE: 321-453-0112

190 FORTENBERRY ROAD SUITE 107 MERRITT ISLAND, FLORIDA 32952

INTERNET E-MAIL: JOEC@JTCHMSPA.COM HOWARDS@JTCHMSPA.COM JOHNC@JTCHMSPA.COM

Secretary of State Bureau of Corporate Records Post Office Box 6327 Tallahassee, FL 32314

Re: M&C Services of Brevard, Inc.

Gentlemen:

Enclosed please find the following documents:

- Original and one copy of Articles of Incorporation;
- 2. Registered agent certificate; and
- 3. Our check in the amount of \$81.75

Our check represents the following fees:

Filing fee \$ 35.00 Certified copy of Articles \$ 11.75 Registered agent fee \$ 35.00 \$ 81.75

Best persona,

Please return the certified copy of the Articles of Incorporation in the enclosed self-addressed stamped envelope provided herewith.

regards,

Joe Teague Caruso

JTC/dg Encls.

#### ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF

05 OCT | 4 PM 4: 09

#### M&C Services of Brevard, Inc.

# Article I - Name

The name of this corporation is M&C Services of Brevard, Inc.

# Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

### Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

#### Article IV - Capital Stock

This corporation is authorized to issue 100 shares of \$5.00 par value common stock.

#### Article V - Preemptive Fights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 190 Fortenberry Rd., Suite 107, Merritt Island, Florida 32952.

The name of the initial registered agent of this corporation at that address is Joe Teague Caruso, Esq.

# Article VII Initial Board of Directors

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished

from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is :Greg Moss, 948 BridleLane, Rockledge, FL 32955, and Stephen L. Castle Sr., 4485 Bonanza Street, Port St. John, FL 32927.

# Article VIII - Incorporator

The name and address of the persons signing these articles is: Greg Moss, 948 BridleLane, Rockledge, FL 32955, and Stephen L. Castle Sr., 4485 Bonanza Street, Port St. John, FL 32927.

# Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the stockholders.

# Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### Article XI - Indemnification

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

#### Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this  $10^{10}$  day of October, 2005.

GREG MOSS

Subscriber

STEPHEN L. CASTLE, SR.

Subscriber

#### ACKNOWLEDGMENT

# STATE OF FLORIDA COUNTY OF BREVARD

The foregoing articles of incorporation were acknowledged before me on the Otoday of October, 2005, by Greg Moss and Stephen L. Castle, Sr., who are known by me personally or who produced FL DL

As identification.

DEBI P. GENDRON

Notary Public - State of Florida

MyCommittonExples.Jun 29, 2008

Commission # DD307698

Bonded By National Notary Asen.

Notary Public

(SEAL)

My commission expires:

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 10 day of October, 2005.

of obtober,

JOE TEAGUE CARUSO, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# REGISTERED AGENT CERTIFICATE

05 OCT 14 PM 4: 09

The below named corporation maintains an office at the address below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

NAME OF CORPORATION:

M&C Services of Brevard, Inc.

REGISTERED AGENT'S NAME:

JOE TEAGUE CARUSO, ESQ.

PRINCIPAL STREET ADDRESS

OF CORPORATION:

948 Bridle Lane

Rockledge, FL 32955

JOE TEAGUE CARUSO

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

DE TEAGUE L'ARUSO

Registered Agent

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 10 day of LELL 2005, by JOE TEAGUE CARUSO, who is personally known to me to be the person, who subscribed to and acknowledged the foregoing, and who did take an oath.

Notary Public, State of Florida My Commission Expires: DEBI P. GENDRON

Notary Public - State of Florida

My Commission Biplies Jun 29, 2008

Commission # DD307698

Bonded By National Notary Assn.