

P95000002187  
Pearl Crosby Smith  
ATTORNEY-AT-LAW

Phone: (407) 722-0085  
2638 South Harbor City Blvd.  
Suite B  
Melbourne, Florida 32901

Phone: (407) 636-2022  
550 South Cocoa Blvd.  
Suite A  
Cocoa, Florida 32922

Reply to Cocoa

December 19, 1994

Secretary of State  
Corporation Division  
The Capitol  
Tallahassee, Florida 32301

Re: M.A.R., Inc.

RECEIVED  
SECRETARY OF STATE  
JAN 19 AM 11:51  
BOOK 0001 37 386 388  
-12/21/94- 0118-003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation
2. Resident Agent Certificate
3. Check for \$122.50 for the following fees:
  - a. Filing Fee.....\$35.00
  - b. Certified copy of Articles....52.50
  - c. Registered agent certificate..35.00

TOTAL \$122.50

Yours truly,

*SPC*  
*PCF*  
*6-71*  
*1994-27203*  
Pearl Crosby Smith  
PEARL CROSBY SMITH

PCS/jdk  
Enclosure



**FLORIDA DEPARTMENT OF STATE**  
**Jim Smith**  
**Secretary of State**

December 23, 1994

PEARL CROSBY SMITH, ESQ.  
550 S. COCOA BLVD.  
SUITE A  
COCOA, FL 32922

SUBJECT: M.A.R., INC.  
Ref. Number: W94000027203

We have received your document for M.A.R., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 694A00054263

ARTICLES OF INCORPORATION  
OF  
U.S.B., INC.

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be U.S.B., INC.

ARTICLE II - PURPOSE

The general character or nature of the business to be transacted by this corporation is: to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having no par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is five hundred dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial address of the principal office of this corporation is to be at 668 Spring Lake Drive, Melbourne, FL 32910 and the mailing address is P.O. Box 410064, Melbourne, FL 32910. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as

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SECRETARY OF STATE

it may see fit.

#### ARTICLE VII - DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

#### ARTICLE VIII - INITIAL DIRECTORS

The name and address of the first Director, who shall hold office is as follows:

NAME	ADDRESS
Michael A. Richman	668 Spring Lake Drive Melbourne, FL 32940

#### ARTICLE IX - 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 by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE X - SPECIAL PROVISION

(a) **POWERS OF BOARD OR DIRECTORS** - In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend, and alter the by-laws of this corporation.
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in.
- (3) From time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation, other than the stock book or any of them shall be open to inspection of the stockholders; and no stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors.

(b) **DISPOSITION OF ASSETS** - Pursuant to the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholder's meeting duly called for that purpose, or

when authorized by the written consent of stockholders of record holding stock in the corporation entitled them to exercise at least a majority of the voting powers, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and authority and assets of this corporation, including its corporate franchises or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deem expedient for the best interest of the corporation.

(c) **POWERS** - This corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statutes.

(d) **SELF-DEALING** - No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors or officers of the corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation; and any director or directors or officers of such other corporation, and any other director or directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested and no contract, act, or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors or officers of the corporation is a party or are parties to or interested in such contract, act, or transaction, in any way connected with such person or persons, firm or corporation; and each and every person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be in any wise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

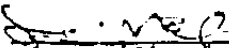
(e) **MEETING** - Both stockholders and directors shall have power, if the by-laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the applicable statutes) outside the State of Florida at such places as from time to time

may be designated by the Board of Directors.

(f) **RESTRICTIVE PROVISIONS** - The Board of Directors or the stockholders of this corporation may, by the adoption of appropriate resolutions for this corporation, not in contravention of the statutes and other laws and regulations of the State of Florida and the United States of America, authorize whatever restrictions on the transfer of the capital stock of this corporation as they shall deem appropriate.

I, THE UNDERSIGNED, being the original subscriber to the capital stock heretofore named, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles hereby declaring and certifying that the facts herein stated are true.

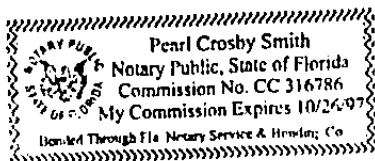
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17th day of December, 1994.

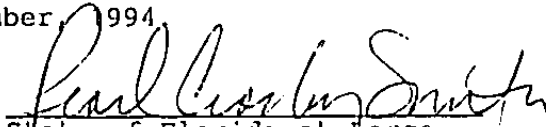
  
NAME Michael A. Richman  
ADDRESS 668 Spring Lake Dr.  
Melbourne, FL 32910

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, personally appeared the following subscriber:  
MICHAEL A. RICHMAN, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above, this 19th day of December, 1994.



  
State of Florida at Large  
My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That U.S.B. INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 668 Spring Lake Drive, Melbourne, Brevard County, Florida 32910 and the mailing address is P.O. Box 410064, Melbourne, Brevard County, Florida 32910, has named MICHAEL A. RICHMAN, whose address is, 668 Spring Lake Drive, Melbourne, Brevard County, Florida 32910, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: *[Signature]*  
Resident Agent  
Date: 12/19/94

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FILED  
CLERK OF DISTRICT COURT  
JAN 10 1995