

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0193 FAX

800-342-8086

**P95000009698**

**CSC networks**

MAIL TO  
P.O. BOX 5020  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 536940 90138A

AUTHORIZATION :

COST LIMIT : 9

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : February 6, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 536940

CUSTOMER NO: 90138A

CUSTOMER: John A. Moran, Esq  
DUNLAP MORAN & LOPEZ, P.A.

1800 Second Street, Suite 903

Sarasota, FL 34236

11 FEB 1995 11:11 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECORDED  
95 FEB -6 PM 11:11  
DIVISION OF CORPORATION

DOMESTIC FILING

*P95000001698*

NAME: MBM OF SARASOTA, INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

EFFECTIVE DATE  
2-2-95

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

*PL*  
2-2-95  
11

LAW OFFICES OF  
NORTON, MORAN, HAMMERSLEY, DUNLAP, GURLEY & LOPEZ, P.A.

ANTHONY S. CARRERA  
SCOTT W. DUNLAP\*  
JAMES D. GIBSON  
DAVID H. GURLEY  
PHILIP N. HAMMERSLEY  
NATALIE A. HERRIG\*\*  
B. JOHN LOPEZ\*\*  
JOHN A. MORAN  
DAVID D. NUSSER  
SAM D. NORTON\*

SARASOTA CITY CENTER  
1819 MAIN STREET  
SUITE 610  
SARASOTA, FLORIDA 34236  
TELEPHONE 813-954-1691  
TELECOPIER 813-954-2128

FORT MYERS OFFICE  
SUN BANK FINANCIAL CENTER  
SUITE 400  
12730 NEW BRITANNY BLVD  
FORT MYERS, FLORIDA 33907  
TELEPHONE 813-936-8622  
TELECOPIER 813-275-1179

\*BOARD CERTIFIED  
REAL ESTATE LAWYER

\*\*BOARD CERTIFIED  
TAX LAWYER

\*\*\*ALSO ADMITTED IN INDIANA

February 3, 1995

315-3

Bureau of Corporate Records  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: MBM OF SARASOTA, INC.

Dear Sir or Madam:

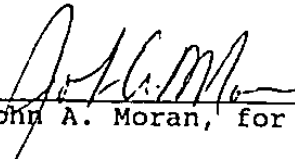
Enclosed please find an original and duplicate of Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 made payable to the "Secretary of State" to cover the following items:

Filing Fee	\$35.00
Registered Agent	\$35.00

We would appreciate your returning to us the copy of the filed Articles of Incorporation, via CIS Courier.

Very truly yours,

NORTON, MORAN, HAMMERSLEY,  
DUNLAP, GURLEY & LOPEZ, P.A.

by:   
John A. Moran, for the Firm

JAM:rr\F7\c\MBM.SOS  
Enclosures  
cc: Mr. Mike Ortiz

RECEIVED DATE  
2-2-95

ARTICLES OF INCORPORATION  
OF  
MBM OF SARASOTA, INC.

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FILED  
95 FEB -6 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is: MBM OF SARASOTA, INC.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be 12:01 A.M. on February 2, 1995, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 1009 West Albee Road, Nokomis, FL 34275.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 1819 Main Street, Sarasota, FL 34236, and the registered agent at such office is John A. Moran.

ARTICLE VII - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Miguel (Michael) R. Ortiz	2104 Upton Avenue South Sarasota, FL 34232
Robert M. Starner	11 Durham Road White Plains, NY 10605
Michael Drumgool	3128 Baldwin Avenue Sarasota, FL 34232

ARTICLE VIII - AMENDMENT

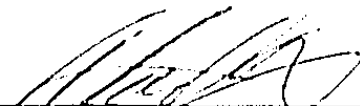
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

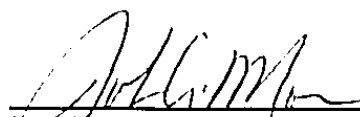
<u>Name</u>	<u>Address</u>
Miguel (Michael) R. Ortiz	2104 Upton Avenue South Sarasota, FL 34232

The undersigned has executed these Articles this 3<sup>rd</sup> day of February, 1995.

  
\_\_\_\_\_  
MIGUEL (MICHAEL) R. ORTIZ  
Incorporator

Having been named as Registered Agent and to accept service of process for MBM OF SARASOTA, INC., at the place designated in the Articles, 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.

Feb 3, 1995  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
JOHN A. MORAN  
Registered Agent

JAH:rr\07\corp\MBM.A01

FILED  
95 FEB -6 PM 1:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA