

P95000012248

Watson & Osborne
Attorneys at Law

KEITH WATSON
LEE B. OSBORNE
MELANIE W. HARRIS
WILLIAM J. JOHNS

REPLY TO:
3030 HARTLEY ROAD

January 25, 1995

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED 1 25 1995
01/25/95 01105 015
***** 01.00 ***** 01.00

RE: M & N CORPORATION

Dear Sir/Madam:

Enclosed please find one original and one copy of Articles of Incorporation for each of the above-referenced corporation. Also enclosed is our firm trust account check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fees.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning file-stamped copy to my office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely yours,


Lisa Troxel
Legal Assistant

/hd
Encls.

502-700-213/95
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3030 HARTLEY ROAD, SUITE 200
JACKSONVILLE, FLORIDA 32257
(904) 200-6629
FAX (904) 260-6744

6825 LILIAN ROAD
JACKSONVILLE, FLORIDA 32211
(904) 724-6333
FAX (904) 727-6860

372 36TH AVENUE, SOUTH
JACKSONVILLE BEACH, FLORIDA 32250
(904) 249-6566
FAX (904) 247-5724

1506 DUNN AVENUE, SUITE 2
JACKSONVILLE, FLORIDA 32218
(904) 757-7830
FAX (904) 757-7527



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 3, 1995

LISA TROXEL
WATSON & OSBORNE ATTORNEYS AT LAW
3030 HARTLEY RD., SUITE 290
JACKSONVILLE, FL 32257

SUBJECT: M & N CORPORATION
Ref. Number: W95000002518

We have received your document for M & N CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 295A00004681

ARTICLES OF INCORPORATION

FOB

MANO CORPORATION OF JACKSONVILLE

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is MANO CORPORATION OF JACKSONVILLE.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of acquisition, marketing, management, leasing and sale of real property, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each. The shares of stock are to be issued as follows:

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NAME

SHARES

Mary Ann Nobles

400

Carrol Maddox, Jr.

1

ARTICLE SIX

The street address of the corporation is 1408 Elmar Road, Jacksonville, Florida 32210.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2). The name, address and title of each person who is to serve as a member of the initial board of directors are:

NAME

ADDRESS

Mary Ann Nobles, President & Secretary

P.O. Box 26706
Jacksonville, FL 32206

Carrol Maddox, Jr., Vice President & Treasurer

P.O. Box 26706
Jacksonville, FL 32206

ARTICLE EIGHT

The name and address of each incorporator are:

NAME

ADDRESS

Mary Ann Nobles

P.O. Box 26706
Jacksonville, FL 32206

Carrol Maddox, Jr.

P.O. Box 26706
Jacksonville, FL 32206

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 100% vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any, or, alternatively, the stock shall be sold or purchased in accordance with the terms of that Buy-Sell Agreement between Carrol Maddox, Jr. of even date, which Agreement shall control in the event of corporate dissolution or the death or incapacity of any of the shareholder(s), or in the event any of the shareholder(s) should desire to

sell their respective interests in the corporation. In the event of dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act

Executed by the undersigned at Jacksonville, Florida on this 23rd day of January, 1995

WITNESSES:

Lisa Troxel
Notary Public
Lisa Troxel
Notary Public

INCORPORATORS:

Mary Ann Nobles
Mary Ann Nobles
Carrol Maddox, Jr.
Carrol Maddox, Jr.

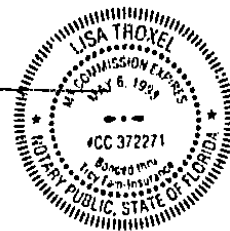
STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared MARY ANN NOBLES, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of January, 1995.

Lisa Troxel
Notary Public, State of Florida
My Commission Expires:
SEAL

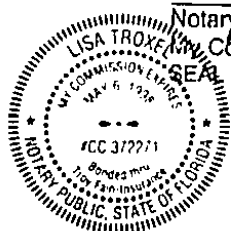
STATE OF FLORIDA
COUNTY OF DUVAL



I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared CARROL MADDOX, JR., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 23rd day of January, 1995.

Lisa Troxel
Notary Public, State of Florida
My Commission Expires:



INITIAL REGISTERED AGENT OF MANO CORPORATION OF JACKSONVILLE

The address of the initial registered agent of the corporation is 1400 Elnar Road, Jacksonville, Florida 32218, and the name of its initial registered agent at such address is Carrol Maddox, Jr.

By his signature below, Carrol Maddox, Jr. accepts designation as registered agent of MANO CORPORATION OF JACKSONVILLE.

Carrol Maddox, Jr.
CARROL MADDOX, JR.

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