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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
1995 JUL -5 PM 10:21
SECRET
TALLAHASSEE, FLORIDA

SUBJECT: MEMCO, INC.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 70.00.

FROM:

MEMCO, INC.
Name (printed or typed)
P.O. BOX 340
Address
KILLBURN, FL. 34740
City, State, & Zip
(407-) 656-4004
Telephone Number

600001530226
-07/05/95--01074--013
*****70.00 *****70.00

Note: Please provide the original and one copy of the Articles.

RECEIVED JUL

ARTICLES OF INCORPORATION

OF

MEMCO, INC.

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SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

MEMCO, INC.

The principal place of business of this corporation shall be:

17949 W. STATE RD. 50 P.O. BOX 340 KILLARNEY, FL. 34740

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 100,000

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

MICHAEL S. EVANS 17949 W. STATE RD. 50
KILLARNEY, FL., 34740

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

MICHAEL S. EVANS-17949th STATE RD. 50
KILLARNEY, FL. 34740

The undersigned Incorporator(s) has(have) executed these Articles of Incorporation this

3rd day of JULY, 19 95.

Michael S. Evans PRESIDENT
Signature

Signature

Signature

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: MEMCO, INC.

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

MICHAEL S. EVANS

(NAME)

17949 W. STATE RD. 50

(P.O. BOX NOT ACCEPTABLE)

KILLARNEY, FL., 34740

(CITY/STATE/ZIP)

1995 JUL -5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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.

SIGNATURE

Michael S. Evans

DATE JULY 3, 1995