

P 95000053/30

BC&W
BROWN CLARK & WALTERS
PRACTICING ATTORNEYS
ALL FORMERLY OF THE FIRM OF BROWN, CLARK & WALTERS, P.A.

- John E. Brown
- John E. Brown*
- William G. Christopher
- Donald D. Clark
- Lawrence R. Diamond
- Elmer J. Erbaw
- Donna E. Kerfoot
- Jack Kingsmith
- Conrad E. Lazo
- Stuart Jay Levine
- Carolyn E. McDevitt
- Taso M. Milonas**
- Shane E. Munoz††
- Douglas E. Polk
- Geoffrey J. Rice†††
- Calvin S. Sarge††††
- Dyer Z. Skokov
- James E. Thompson
- Joel W. Walters†

June 30, 1995

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

- Additional Jurisdictions
- John E. Brown, KY
- Lawrence R. Diamond, PA, NJ
- Jack Kingsmith, CO
- Geoffrey J. Rice, IL
- Joel W. Walters, MO

- * Board certified Real Estate Attorney
- ** Board certified Tax Attorney
- *** Board certified Civil Trial Attorney
- † Certified Circuit Court Mediator
- †† Admitted to Connecticut only

RE: Miraquay, Inc.

REPLY TO
Sarasota
0139-030

Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and our check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the enclosed stamped, self-addressed envelope.

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-07/03/95--01047--020
****122.50 ****122.50

Thank you for your attention to this matter.

Sincerely yours,

BROWN CLARK & WALTERS, P.A.

Taso M. Milonas
Taso M. Milonas

TMM/ea
Enclosures

SN
7/11/95

SECRETARY OF STATE
TALLAHASSEE, FL ORIDA
JUN 30 1995
10:47

ARTICLES OF INCORPORATION
OF
MIRAQUAY, INC.

FILED
90 JUL -3 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MIRAQUAY, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

105 Sarasota Quay
Sarasota, Florida 34236

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 1819 Main Street, Suite 1100, Sarasota, Florida 34236, and the initial registered agent of this corporation at such office shall be Taso M. Milonas. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such

lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until her successor has been duly elected and qualified. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Tomas Salgo	105 Sarasota Quay Sarasota, Florida 34236

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Taso M. Milonas	1819 Main Street, Suite 1100 Sarasota, Florida 34236

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

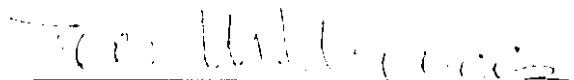
(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



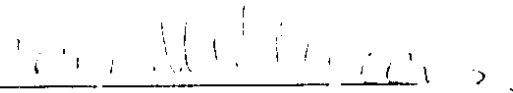
Taso M. Milonas

MIRAQUAY, INC

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Taso M. Milonas, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 27th day of June, 1995.



Taso M. Milonas

FILED
95 JUN -3 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95 000053 130

BC&W
BROWN CLARK & WALTERS
P. A.
ATTORNEYS AT LAW

John F. Brown
John F. Brown
William G. Christopher
Edward D. Clark
Lawrence B. Diamond
Henry E. Lewis
Douglas E. Kettner
Jack Klugensmith
Conrad J. Lutz
Scott Jay Levine
Carolyn E. McDermott
Lissa M. Midonas
Shane J. Munoz
Douglas E. Nolk
Gregory J. Rice
Glenn S. Sargent
Peter Z. Skokos
James E. Thomson
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Additional Jurisdictions
John F. Brown - KY
William G. Christopher - DC - MD - VA - VA
Lawrence B. Diamond - PA - NJ
Jack Klugensmith - CO
Gregory J. Rice - IL
BC&W Walters - MO

August 31, 1995

Board Certified Real Estate Attorney
Board Certified Tax Attorney
Board Certified Civil Trial Attorney
Board Certified Health Law Attorney
Certified Consultant Mediator
Admitted to practice in only

REPLY TO
Sarasota
0139-030

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

SEP 1 1995
TALLAHASSEE, FLORIDA

Re: Miraquay, Inc.

Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Amendment to Articles of Incorporation for filing on behalf of the subject corporation, and our check in the amount of \$35.050 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely yours,

BROWN CLARK & WALTERS, P.A.

Eileen Archdeacon
Eileen Archdeacon, Legal Assistant

TMM/ea
Enclosures

FILED
SEP - 5 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
#FB9-7

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIRAQUAY, INC.

FILED
5-11-95
MIRQUAY, INC.

MIRAQUAY, INC., a Florida corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on July 3, 1995 under the name "MIRAQUAY, INC."
2. The amendment to the existing Articles of Incorporation being effected hereby is a correction in the spelling of the sole director's name of the Corporation from "Tomas Salgo" to "Tomas Salgado."
3. These Articles of Amendment were approved by joint written action of the Board of Directors and the sole stockholder of the Corporation as of the 29th day of August, 1995.
4. After payment of all required taxes and fees, these Articles of Amendment are to be effective immediately upon filing with the Secretary of State of the State of Florida, at which time the existing Article VIII of the Articles of Incorporation of the Corporation shall be deleted in its entirety and the following Article VIII shall be substituted in its place and stead:

ARTICLE VIII

Name

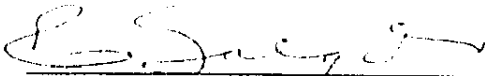
The name and street address of the initial director shall be:

Tomas Salgado 105 Sarasota Quay
Sarasota, Florida 34236

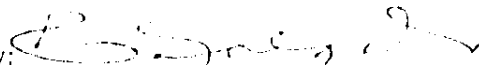
IN WITNESS WHEREOF, MIRAQUAY, INC. has caused these Articles of Amendment to Articles of Incorporation to be executed by its President this 29 day of August, 1995.

ATTESTED TO:

MIRAQUAY, INC.



Tomas Salgado, as its Secretary

By: 

Tomas Salgado, as its President