

P95000058375

TAYLOR & VAN MATRE, P. A.

ATTORNEYS AT LAW
4300 BAYOU BOULEVARD
MADISON PARK TOWN OFFICES
SUITE 10

PENSACOLA, FLORIDA 32503

JAMES G. TAYLOR
THOMAS G. VAN MATRE, JR.

POST OFFICE BOX 6327
PENSACOLA, FLORIDA 32503
(904) 474-1010
FAX (904) 470-4400

July 24, 1995

Corporate Records Bureau
Division of Corporations
Department Of State
Post Office Box 6327
Tallahassee, FL 32301

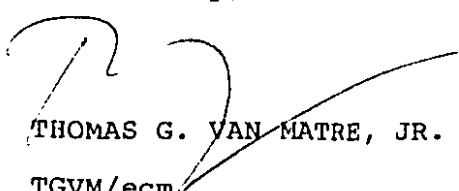
RE: MGI Investments, Inc.
Our File: CTB-650

Dear Ladies:

Enclosed is the original and one duplicate copy of the Articles Of Incorporation for the referenced corporation. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$122.50 to cover the filing fee for the non-profit corporation.

Yours truly,


THOMAS G. VAN MATRE, JR.

TGVM/ecm
Enclosures

FILED
95 JUN 26 PM 8:11
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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KMG
7-26-95

ARTICLES OF INCORPORATION
OF
MGI INVESTMENTS, INC.

FILED

95 JUN 26 PM 8:11

The undersigned subscribers to these articles are (natural persons, competent to contract, and hereby form a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I - NAME

The name of this corporation shall be MGI INVESTMENTS, INC.

ARTICLE II - ADDRESS

The initial address of the corporation is 5115 Saints Lane, Milton, Florida 32570 and the mailing address is 5115 Saints Lane, Milton, Florida 32570.

ARTICLE III - NATURE AND/OR PURPOSE OF BUSINESS

This corporation shall engage in any activities or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5115 Saints Lane, Milton, Florida 32570, and the name of the initial registered agent of this corporation at that address is Loren Giles.

ARTICLE VII - DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial directors and the corporate officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Michael Mabire	P. O. Box 30664 Pensacola, FL 32503	President/Director
Loren Giles	5115 Saints Lane Milton, FL 32570	Secretary/Treasurer Director

ARTICLE IX - SUBSCRIBERS

The names and residences of the subscribers to these articles of incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Mabire	P. O. Box 30664 Pensacola, FL 32503
Loren Giles	5115 Saints Lane Milton, FL 32570

ARTICLE X - PREEMPTIVE RIGHTS

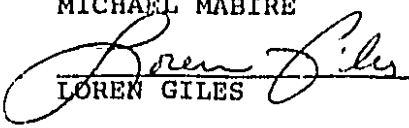
Every shareholder, upon the sale of any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - RESTRICTIONS ON SALE OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege or purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the

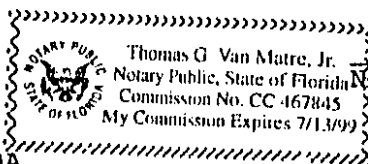
remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares less than the total number of shares involved in such bona fide offer.

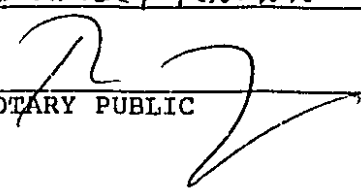

MICHAEL MABIRE


LOREN GILES

STATE OF FLORIDA
COUNTY OF ESCAMBIA

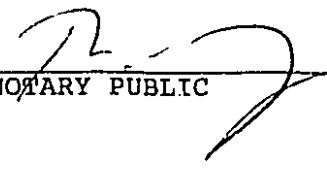
The foregoing instrument was acknowledged before me this 24TH day of JULY, 1995, by MICHAEL MABIRE, who is personally known to me or who has produced PERSONALLY KNOWN as identification.

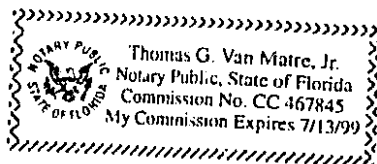



NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 24TH day of JULY, 1995, by LOREN GILES, who is personally known to me or who has produced DRIVERS LIC. as identification.


NOTARY PUBLIC

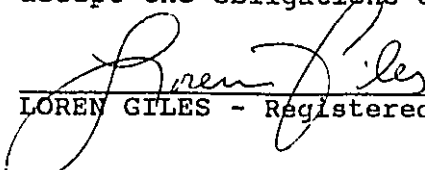


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes 48.091 and 607.0501 the following is submitted in compliance with said Act: 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: MGI INVESTMENTS, INC.
2. The name and address of the registered agent and office are: Loren Giles, 5115 Saints Lane, Milton, Florida 32570.

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.


LOREN GILES - Registered Agent

95 JUN 26 PM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000058375

TAYLOR & VAN MATRE, P. A.

ATTORNEYS AT LAW

4300 BAYOU BOULEVARD

MADISON PARK TOWNOFFICES

SUITE 10

PENSACOLA, FLORIDA 32501

JAMES C. TAYLOR

THOMAS G. VAN MATRE, JR.

POST OFFICE BOX 9396

PENSACOLA, FLORIDA 32513-0396

(904) 474-1030

FAX (904) 479-4480

January 19, 1996

Department Of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

700001895417
-01/23/96--01017--002
*****43.75 *****43.75

RE: MGI Investments, Inc.
(Articles Of Amendment)
Our File: CTB-650

Dear Ladies:

Enclosed you will find the original and one copy of the Articles Of Amendment to the Articles Of Incorporation of MGI Investments, Inc. I have also enclosed our law firm's check in the amount of \$43.75 for the filing fee and for a Certificate Of Name Change.

Once the Articles Of Amendment are filed, I would request that you forward to the undersigned a stamped copy of the Articles Of Amendment and a Certificate Of Name Change. As indicated above, the enclosed check covers the Certificate Of Name Change.

Your cooperation in this matter is appreciated, and should you have any questions at all, please contact me accordingly.

Yours truly,

Elizabeth Miller
ELIZABETH MILLER

Enclosures

1096-1851
NC
rd E. P. S.
1/25

TAYLOR & VAN MATRE, P. A.

ATTORNEYS AT LAW
4300 BAYOU BOULEVARD
MADISON PARK TOWN OFFICES
SUITE 16

PENSACOLA, FLORIDA 32503

JAMES C. TAYLOR
THOMAS G. VAN MATRE, JR.

POST OFFICE BOX 9306
PENSACOLA, FLORIDA 32513-9306
9 41 474-1030
FAX (904) 479-4400

January 31, 1996

Department Of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

RE: MGI Investments, Inc.
(Articles Of Amendment)
Our File: CTB-650

Dear Ladies:

I ma in receipt of your letter dated January 25, 1996, (original enclosed), with regards to the above-referenced corporate amendment. As you can see, I have enclosed two original Articles Of Amendment Of MGI Investments, Inc., wherein the amended corporate name is being changed from MICHAEL MABIRE & CO., to MICHAEL MABIRE CO. As noted in your aforementioned letter, you retained the filing fee of \$43.75.

Thank you for your assistance in this matter, and if you should have any questions, notify me accordingly.

Yours truly,



ELIZABETH MILLER
Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 25, 1996

ELIZABETH MILLER
TAYLOR & VAN MATRE, P.A.
PO BOX 9396
PENSACOLA, FL 32513-9296

SUBJECT: MGI INVESTMENTS, INC.
Ref. Number: P95000058375

We have received your document for MGI INVESTMENTS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

THE AMENDMENT IS BEING REJECTED BECAUSE, & CO. IS NOT CONSIDERED TO BE A CORPORATE SUFFIX.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 396A00003236

ARTICLES OF AMENDMENT
OF
MGI INVESTMENTS, INC.

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FILED
NOTARY PUBLIC

1. Article I of the Articles Of Incorporation of MGI INVESTMENTS, INC., is here amended to read:


ARTICLE I - NAME

The name of this corporation shall be MICHAEL MABIRE CO.

2. The foregoing amendment was adopted by the Board of Directors of MGI INVESTMENTS, INC., on the 21 day of July, 1996, and such amendment was adopted by the Board Of Directors of MGI INVESTMENTS, INC., before the issuance of any shares of stock of MGI INVESTMENTS, INC.

3. Upon effectiveness of the foregoing amendment the name of the subject corporation shall be known as MICHAEL MABIRE CO.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles Of Amendment this 31st day of January, 1996.


MICHAEL MABIRE, President/Secretary/
Treasurer/Sole Director

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public authorized to take acknowledgements in the County and State set forth above, personally appeared MICHAEL MABIRE, President/Secretary/Treasurer/Sole Director of MGI INVESTMENTS, INC. who is personally known to me or who has produced Personally Known as identification, and who has acknowledged before me that he executed the Articles Of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 31st day of January, 1996.


NOTARY PUBLIC

