



Stanford
Business
Services, Inc.

P95000063362

August 14, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

RE: Mackenzie Enterprises, Inc.

Gentlemen:

I am enclosing herewith the original Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	<u>\$52.50</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation. Any reply mail can be addressed to me at the address listed below.

Your prompt attention to this matter would be appreciated.

Sincerely,

Cynthia L. Stamford

Cynthia L. Stamford
President

Encl.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

8-11-95

ENCLOSURE
708/157-05-01108-001
***122.50 ***122.50

**ARTICLES OF INCORPORATION
OF
MACKENZIE ENTERPRISES, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR PURPOSES OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I - NAME

The name of this Corporation is Mackenzie Enterprises, Inc.

ARTICLE II - DURATION

The Corporation shall have perpetual existence commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is 5,000 shares, all of which shall be common shares with par value of \$0.01.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 119 Levy Rd., Atlantic Beach, FL 32233, and the name of the initial registered agent of this Corporation is Bruce W. Mackenzie.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors constituting the Initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-Laws. The names and addresses of the Initial Directors of this Corporation are:

Bruce W. Mackenzie
119 Levy Rd.
Atlantic Beach, FL 32233

Janis S. Mackenzie
119 Levy Rd.
Atlantic Beach, FL 32233

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Bruce W. Mackenzie
119 Levy Rd.
Atlantic Beach, FL 32233

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law.

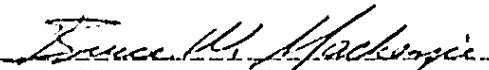
ARTICLE X - AMENDMENTS

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11 day of August, 1995.


Bruce W. Mackenzie, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Bruce W. Mackenzie, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11 day of August, 1995.

Freda E. Lee

Notary Public,
State of Florida at Large

FREDA E. LEE
Notary Public, State of Florida
My comm. expires Sept. 5, 1996
Comm. No. AA 601405

STATE OF FLORIDA
DEPARTMENT OF STATE

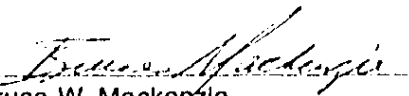
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT MACKENZIE ENTERPRISES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS 119 LEVY RD, ATLANTIC BEACH, FL 32233, HAS NAMED BRUCE W. MACKENZIE, REGISTERED AGENT, LOCATED AT: 119 LEVY RD, ATLANTIC BEACH, FL 32233, COUNTY OF DUVAL, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE



Bruce W. Mackenzie

TITLE: Incorporator

DATE: August 11, 1995

ACCEPTANCE:

THE UNDERSIGNED, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF HIS/HER DUTIES.


Bruce W. Mackenzie
Registered Agent

DATE: August 11, 1995