

P95020064172
POTTER, McCLELLAND, HEALY, P. A.

WILLIAM C. POTTER
CLIFTON A. McCLELLAND, JR.
DOUGLAS D. MANN
PATRICK F. HEALY
TIMOTHY M. WILLIAMS

HARRY A. JONES
OF COUNSEL

REPLY TO: MELBOURNE

FIRST UNION BANK BUILDING, SUITE 400
700 SOUTH DUNCAN STREET
POST OFFICE BOX 8580
MELBOURNE, FLORIDA 32902-2580
(407) 984-8700
FAX (407) 720-4092
800 BREVARD AVENUE
COCOA, FLORIDA 32922
(407) 604-8011

August 14, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

000001563260
-08/17/95--01040--006
*****70.00 *****70.00

Re: **MAI HOLDINGS, INC.**

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of the subject corporation. Please file the original and return a copy to the undersigned.

We have also enclosed a Certificate designating the registered agent and a check in payment of the following costs:

Filing Fee, Articles of Incorporation	\$35.00
Filing Fee, Registered Agent Designation	\$35.00
Total	<u>\$70.00</u>

Thank you for your assistance in this matter.

Sincerely,


PATRICK F. HEALY

PFH:cm
Enclosures

SDG

FILED
95 AUG 17 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

M A I HOLDINGS, INC.

ARTICLE I - NAME

The name of this corporation is **M A I HOLDINGS, INC.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting and transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of stock, all of which shall be designated "Common Shares". There shall be no other classes of stock. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have a right to vote.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the

FILED
95 AUG 17 PM 3:26
CLERK OF THE COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind 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 VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 700 S. Babcock Street, Suite 400, Melbourne, Florida 32901; and the name of the initial registered agent of this corporation at that address is: Patrick F. Healy.

ARTICLE VIII - MAILING ADDRESS

The principal office address is 1990 W. New Haven Ave., Suite 105, Melbourne, Florida 32904-3908 and the mailing address is P.O. Box 1864, Melbourne, Florida 32902-1864.

ARTICLE IX - INCORPORATOR

The name and address of the incorporators of the corporation are:

David T. Menzel

1990 W. New Haven Ave., Suite 105
Melbourne, FL 32904-3908

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions

contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

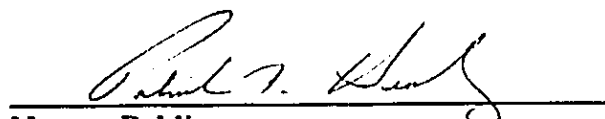
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 15th day of August, 1995.



DAVID T. MENZEL

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 15th day of August, 1995, by DAVID T. MENZEL, who is personally known to me or who has produced a Florida Driver's License as identification and who did () did not (✓) take an oath.



Notary Public
Printed Name:
My Commission Expires:
My Commission Number:



PATRICK F. HEALY
MY COMMISSION # CC451355 EXPIRES
May 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
OF
M A I HOLDINGS, INC.**

I understand the duties of and hereby accept appointment as the registered agent of M A I HOLDINGS, INC. at the initial registered office of the Corporation at 700 S. Babcock Street, Melbourne, Florida 32901.

Dated this 15th day of August, 1995.



PATRICK F. HEALY

FILED
95 AUG 17 AM 8:26
SECRETARY OF STATE
TALLAHASSEE FL 32399