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TRAURIG

Barbara Springthorpe
407-650-7959

August 31, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

600001576596
-03/05/95--01007--018
****131.25 ****131.25

Re: MARTHY CORPORATION

Dear Sir or Madam:

Enclosed please find for immediate filing the "ARTICLES OF INCORPORATION OF MARTHY CORPORATION." Also enclosed is a check in the amount of \$131.50, payment for the filing fee, a certificate of good standing and a certified copy of the articles of incorporation. Please contact me if you have any questions or need any additional information in order to complete this filing. Thank you.

Sincerely yours,

Barbara Springthorpe
Barbara Springthorpe

c: Peter Fides, II, Esq.

SAB
9/7/95

**ARTICLES OF INCORPORATION
OF
MARTHY CORPORATION**

FILED
07-02-01 11:50

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the Corporation is **MARTHY CORPORATION**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

STREET AND MAILING ADDRESS

The street and mailing address of the Corporation shall be:

1810 Windsor Drive
Winter Park FL 32789

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of common stock with \$1.00 par value per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1810 Windsor Drive, Winter Park FL 32789. The name of the initial registered agent of the Corporation at that address is Kathryn E. Flickinger.

ARTICLE VII
INITIAL DIRECTORS

The corporation shall have two (2) directors initially. The names and addresses of the directors are:

<u>Name</u>	<u>Address</u>
Kathryn E. Flickinger	1810 Windsor Drive Winter Park FL 32789
Mark A. Flickinger	1810 Windsor Drive Winter Park FL 32789

ARTICLE VIII
BYLAWS

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

ARTICLE IX
INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Kathryn E. Flickinger	1810 Windsor Drive Winter Park FL 32789

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 31 day of August, 1995.

Kathryn E. Flickinger
INCORPORATOR

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Kathryn E. Flickinger, am familiar with and accept the obligations of the appointment as the initial registered agent of MARTHY CORPORATION, as made in the foregoing Articles of Incorporation.

DATED: 8-31, 1995

By:

Kathryn E. Flickinger
Kathryn E. Flickinger