

(SAMPLE LETTER OF TRANSMITTAL)

Date December 29, 1995

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN -2 PM 3:47

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: MICHRUSS INCORPORATED, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Peter B. Frank
(individual's name)

MICHRUSS INCORPORATED
(name of corporation)

MAILING ADDRESS OF CORPORATION

1842 Airport Road South

Naples, FL 33962

PHONE

(941) 793-5353
Area Code Number Ext.

ARTICLES OF INCORPORATION

of

MICHRUSS INCORPORATED

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The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MICHRUSS INCORPORATED

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand shares (1000) of .001 Dollar(s) (\$.001) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

**ANN T. FRANK
1842 Airport Road South
Naples, FL 33962**

The principal office, if known, or the mailing address of the corporation is:

**1842 Airport Road South
Naples, FL 33962**

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

PETER B. FRANK
1842 Airport Road South
Naples, FL 33962

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

PETER B. FRANK
1842 Airport Road South
Naples, FL 33962

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 29th day of December, 1995.

Peter B. Frank (Seal)

____ (Seal)

____ (Seal)

STATE OF FLORIDA
COUNTY OF COLLIER

before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Robert L. Jones

Signature

Form of Identification

Signature

Form of Identification

Signature

Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that HC executed these Articles of Incorporation, that I relied upon the form X of identification of the above named person as indicated opposite each name, and that an oath (was) (was not) taken.

Notary Rubber Stamp Seal

Witness my hand and official seal in the county and State last aforesaid this 29th day of December, 1995.

Henry E. Murphy

Notary Signature

HENRY E. MURPHY

Printed Notary Signature

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

MICHRUSS INCORPORATED

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Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1842 Airport Road South
Naples, Florida 33962

has named **Ann T. Frank, Esquire**

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Ann T. Frank
(registered agent)