

P96000010251

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
96 FEB -1 AM 9:52
DIVISION OF CORPORATION

W96-2466
OK 2/1/96

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>[Signature]</u>	_____	_____	_____

WALK-IN Will Pick Up 2/1 12:00

RE: M. J. Management
Inc.

96 FEB -1 PM 2:18

RECEIVED
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Capital Express™	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____
<input type="checkbox"/> Corp. Record Search	_____
<input type="checkbox"/> Ltd. Partnership File	_____
<input type="checkbox"/> Foreign Corp. File	_____
<input checked="" type="checkbox"/> () Cert. Copy(s) <u>photo</u>	_____
<input type="checkbox"/> Art. of Amend. File	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____
<input type="checkbox"/> C U S-	_____
<input type="checkbox"/> Fictitious Name File	_____
<input type="checkbox"/> Name Reservation	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____
<input type="checkbox"/> Reg. Agent Service	_____
<input type="checkbox"/> Document Filing	_____
<input type="checkbox"/> Corporate Kit	_____
<input type="checkbox"/> Vehicle Search	_____
<input type="checkbox"/> Driving Record	_____
<input type="checkbox"/> Document Retrieval	_____
<input type="checkbox"/> UCC 1 or 3 File	_____
<input type="checkbox"/> UCC 11 Search	_____
<input type="checkbox"/> UCC 11 Retrieval	_____
<input type="checkbox"/> File No.'s, _____ Copies <u>****70.00 ****70.00</u>	_____
<input type="checkbox"/> Courier Service	_____
<input type="checkbox"/> Shipping/Handling	_____
<input type="checkbox"/> Phone () _____	_____
<input type="checkbox"/> Top Priority	_____
<input type="checkbox"/> Express Mail Prep.	_____
<input type="checkbox"/> FAX () _____ pgs.	_____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



RECEIVED

FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

February 1, 1996

CAPITAL CONNECTION, INC.
P O BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: M.I. MANAGEMENT, INC.
Ref. Number: W96000002466

We have received your document for M.I. MANAGEMENT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 096A00004463

Corrected Lx!

CERTIFICATE OF INCORPORATION
OF

M. I. Management, Inc.

FILED

96 FEB -1 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is M. I. Management, Inc. and Sub-Chapter "S" categorization is hereby elected.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 607 Westwind Drive, in the City of North Palm Beach, County of Palm Beach. The name of its registered agent at such address is Amelia Sullivan.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 100, all of which are to be common stock with \$ 0.01.

5. Incorporator.

The name and mailing address of the incorporator is: Amelia Sullivan, 607 Westwind Drive, North Palm Beach, FL 33408.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

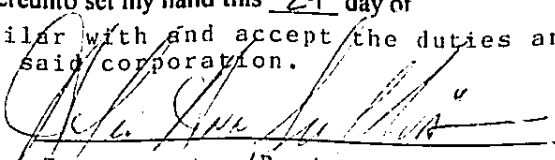
(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of FL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 29 day of

January, 1996. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Incorporator/Registered Agent

State of Florida)
County of Polk) 88

96 FEB -1 PM 2:18
TALLAHASSEE, FLORIDA

BE IT REMEMBERED that on this 1/29/96 personally came before me, a Notary Public for the State of Florida, Amelia Sullivan, to me personally known to be the same person who executed the foregoing Certificate, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Patricia Esterby
Notary Public

My commission expires:

