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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Madlay Group, Inc.
(Corporation Name) (Document #)
2. _____
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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DIVISION OF CORPORATION

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Examiner's Initials

ARTICLES OF INCORPORATION
OF
THE MADLAY GROUP, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is: THE MADLAY GROUP, INC.

ARTICLE II

BUSINESS TO BE TRANSACTED

The general nature of the business to be transacted by the corporation is:

To engage in association management services;

To purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; and

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the state of Florida and in all other states and countries; and

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required; and

To purchase the corporate assets of any other corporation and engage in the same or other character of business; and

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the state of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock; and

To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

CAPITAL STOCK

This corporation shall be authorized to issue Five Hundred (500) shares of common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall exist in perpetuity.

ARTICLE V

PRINCIPAL OFFICE

This corporation shall have its principal office at 1316 Lake Como Drive, Lutz, Florida 33549, which shall also be the mailing address for the corporation.

ARTICLE VI

REGISTERED AGENT AND OFFICE

The street address of the registered office of this corporation in the state of Florida is 1316 Lake Como Drive, Lutz, Florida 33549. The Directors may from time to time move the registered office to any other address in Florida. The initial registered agent of this corporation is MADELINE B. MCCULLOH, whose address is 1316 Lake Como Drive, Lutz, Florida 33549.

ARTICLE VII

DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholder.

ARTICLE VIII

INCORPORATOR

The Incorporator to these Articles of Incorporation is:

Madeline B. McCulloh
1316 Lake Como Drive
Lutz, Florida 33549

ARTICLE IX

CORPORATE OFFICERS

The following-named persons shall hold the indicated offices of the corporation for the first year, from the date of incorporation or until their successors are elected and qualified:

Madeline B. McCulloh - President

Clay McCulloh - Vice President, Secretary/Treasurer

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

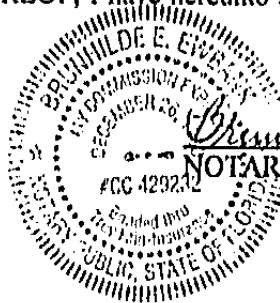
1st day of February, 1996.

Madeline B. McCulloh (SEAL)
MADELINE B. MCCULLON
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared MADELINE B. MCCULLOH, who are personally known to me or produced
X _____ as identification, and who did _____ take an oath, and who acknowledged before me that they executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of February, 1996.



Brunilde E. Ewbank
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

MADELINE B. MCCULLOH, having been named as the registered agent in the foregoing Articles of Incorporation of THE MADLAY GROUP, INC., to accept service of process for the corporation at 1316 Lake Como Drive, Lutz, Florida 33549, hereby agrees to act as the registered agent and comply with the laws of the state of Florida relative to such position.

DATED this 1st day of February, 1996.


MADELINE B. MCCULLOH

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