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TRANSMITTAL LETTER

February 16, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/19/96--01043--014
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find an original of the articles of incorporation for the corporation stated below, and a check in the amount of \$122.50.

Proposed Corporate Name
M A PROPERTIES INC

From: **Derek Morris**
10 South Adams Drive
Suite D-2
Sarasota, Florida. 34236
(941) 388-1936

RECEIVED
DIVISION OF CORPORATIONS
STATE OF FLORIDA
FEB 16 1996

2/21/96

Articles of Incorporation of M A Properties Inc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 FEB 19 AM 9:41

Article I Name: M A Properties Inc

Article II Principal Office: 10 South Adams Drive, Suite D-2, Sarasota, FL 34236

Article III Capital Stock: The Corporation is authorized to have 500 shares of common stock with a par value of \$1.00 (One dollar) each.

Article IV Terms of Existence: The term for which the corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

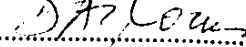
Article V Nature of business: This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other State of the United States.

Article VI Name & Address of Incorporator (s):
Derek Morris
M A Properties Inc
10 South Adams Drive, Suite D-2
Sarasota, FL 34236

The undersigned Directors of M A Properties Inc have executed these articles of incorporation this:

16th day of February, 1996.

Name: Derek A.G. Morris

Signature: 

Title: President.

Name: Maureen A. Ashcroft

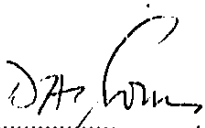
Signature: 

Title: Vice President.

Certificate of Designation Registered Agent/Registered Office

The name of the Corporation is: **M A Properties Inc**

The name and address of the registered agent and office is: **Derek Morris
10 South Adams Drive
Suite D-2
Sarasota, Fl. 34236.**

Signature:.....

Title: **President.**

Date: **02.16.96**

Acceptance of appointment as
Registered Agent for

M A PROPERTIES INC

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Signature:.....

Title: **President**

STATE OF FLORIDA
COUNTY OF SARASOTA
FEB 16 1996