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REFERENCE # 069843 819110

AUTHORIZATION #

COST LIMIT # 0

ORDER DATE # March 15, 1996

ORDER TIME # 10:50 AM

ORDER NO. # 069843

CUSTOMER NO: 819110

CUSTOMER: Teoman J. Costello, Esq
COSTELLO SEPS & ROYSTON

Suite 101
12670 New Brittany Boulevard
Fort Myers, FL 33907

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****245.00 ****122.50

DOMESTIC FILING

NAME: MEL-RE DEVELOPMENT, INC.

EFFECTIVE DATE:

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS: T. BROWN MAR - 6 1996

FILED
96 MAR -5 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 1, 1996

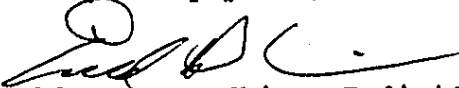
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 2227
Jacksonville, Florida 32232

RE: Mel-Re Development, Inc.
Mel-Re Associates, Inc.

Dear Sir or Madam:

The undersigned is the sole owner of all of the outstanding common stock of Mel-Re Construction, Inc., a Florida corporation. I deliver herewith Articles of Incorporation for two (2) Florida corporations which I propose to form, Mel-Re Associates, Inc. and Mel-Re Development, Inc. Please accept these Articles of Incorporation for filing notwithstanding the name similarity to my existing Florida corporation, Mel-Re Construction, Inc. This name similarity is intentional and is very important to the business operations of my corporations.

Very truly yours,



Edward D. Adkins, Individually
and as President and Sole
Shareholder of Mel-Re Construction, Inc.

EDA/at/cncl.

ARTICLES OF INCORPORATION
OF
MEL-RE DEVELOPMENT, INC.

FILED
96 MAR -5 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDWARD D. ADKINS, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for MEL-RE DEVELOPMENT, INC.

ARTICLE I
(Name)

The name of the corporation shall be: MEL-RE DEVELOPMENT, INC.

ARTICLE II
(Duration)

The period of its duration is perpetual.

ARTICLE III
(Nature of Business)

The purpose of this Corporation is to transact in any and all lawful activities and businesses permitted under the laws of the State of Florida, the United States of America or any other state, country, territory or nation.

ARTICLE IV
(Capital Structure)

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
(Principal Office)

The principal place of business and mailing address of this corporation shall be: 12670 New Brittany Blvd., Suite 203, Fort Myers, Florida, 33907.

ARTICLE VI
(Incorporator)

The names and street address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
EDWARD D. ADKINS	12670 New Brittany Blvd. #203 Fort Myers, FL 33907

ARTICLE VII
(Initial Registered Agent and Address)

The name and address of the initial registered agent is:

<u>Name</u>	<u>Address</u>
TRUMAN J. COSTELLO	12670 New Brittany Blvd. #101 Fort Myers, FL 33907

ARTICLE VIII
(Pre-Emptive Rights)

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, EDWARD D. ADKINS, as Incorporator, has executed the foregoing Articles of Incorporation on this the

4th day of March, 1996.


EDWARD D. ADKINS
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: MEL-RE DEVELOPMENT, INC.
2. The name and address of the registered agent and office is: TRUMAN J. COSTELLO, 12670 New Brittany Blvd. #101, Fort Myers, Florida, 33907.

Dated this 4th day of MARCH, 1996.


EDWARD D. ADKINS, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 4th day of March, 1996.



TRUMAN J. COSTELLO, Registered Agent

FILED
96 MAR -5 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA