SRC L-2602

04-04-1996 FROM FOLEY&LARDNER/JAX TO

P96000029879

PUBLIC ACCESS SYSTEM
(((H96000004878))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER
DEPARTMENT OF STATE 200 LAURA ST
STATE OF FLORIDA
409 EAST GAINES STREET JACKSONVILLE FL 32202- 0000
TALLAHASSEE, FL 32399 CONTACT: KAREN PETERSON
FAX: (904) 922-4000 PHONE: (904) 359-2000
FAX: (904) 359-8700
(((H96000004878))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: M & T, INC.
FAX AUDIT NUMBER: H96000004878 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/04/1996 TIME REQUESTED: 15:04:41
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $122.50 ACCOUNT NUMBER: 072720000061

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H96000004878)))
** ENTER 'M' FOR MENU. **

FILED
96 APR -4 PM 5:33

SRC L-2602

4/4

FILED

96 APR -4 PM 3:33

ARTICLES OF INCORPORATION

OF

M & T, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is M & T, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 330 A1A North #213, Ponte Vedra Beach, Florida 32082.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662
Foley & Lardner
200 Laura Street, Jacksonville, FL 32202
904/359-2000

ARTICLE 4

CAPITAL

Section 4.1 __Authorized Capital__. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of $0.01 per share.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 __Name and Address__. The street address of the initial registered office of this corporation is One Stadium Place, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael Ray Perkins.

ARTICLE 6

DIRECTORS

Section 6.1 __Number__. This corporation shall have Two (2) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 __Initial Directors__. The name and address of the members of the first board of directors of the corporation are:

NAME	ADDRESS
Taffi Perkins	330 A1A North #213 Ponte Vedra Beach, Florida 32082
Michael Ray Perkins	330 A1A North #213 Ponte Vedra Beach, Florida 32082

ARTICLE 7

BYLAWS

Section 7.1 **Bylaws**. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

NAME	ADDRESS
Michael Ray Perkins	One Stadium Place Jacksonville, Florida 32202

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on April 4, 1996.

Michael Ray Perkins

Michael Ray Perkins, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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

Michael Ray Perkins

Michael Ray Perkins, Registered Agent

Date: 4/4/96

FILED
96 APR -4 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA