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STALNAKER AND SMITH, P. A.

ATTORNEYS AND COUNSELLORS AT LAW

800 INTERNATIONAL PARKWAY

SUITE 870

HEATHROW, FLORIDA 32746

(407) 888-9080

FROM ORLANDO CALL 848-0080

FAX (407) 888-0080

WALLACE P. STALNAKER, JR.
STACY BRITTON SMITH
FAITH K. STALNAKER, OF COUNSEL*

*ALSO MEMBER OF S.C. BAR

May 23, 1996

SOUTH ORLANDO OFFICE

7000 SAND LARK ROAD

SUITE 800

ORLANDO, FLORIDA 32839

(407) 858-0440

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Corporate Records Bureau
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

In re: MACKIN, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment of the following:

Certified copy	\$52.50
Filing fee	35.00
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,

Faith K. Stalaker

Faith K. Stalaker

PKS/ld
enclosures
cc: Mr. Piantieri

FILED
95 MAY 28 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

GB 6/4/96

ARTICLES OF INCORPORATION

OF

MACKIN, INC.

FILED
95 MAY 28 AM 0:16

I, STEVEN J. PIANTIERI, the undersigned, being a natural person of lawful age, do hereby desire to form a corporation under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be: MACKIN, INC., 3012 Ardsley Drive, Orlando, FL 32804.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation shall have those powers as may be provided, authorized or permitted by law, or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not especially prohibited by applicable law of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 100 shares of common capital stock having a par value of One Dollars (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of said corporation.

ARTICLE IV

INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 300 International Parkway, Suite 376, Heathrow, Florida 32746, and the name of the initial registered agent of this corporation is FAITH K. STALNAKER.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than 1 (one) member as fixed, from time to time, by the By-Laws of the corporation and the Board of Directors shall be elected or appointed by the shareholders of the corporation, but it is not necessary for any such director to be a shareholder of the corporation.

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN J. PIANTIERI	3012 Ardsley Drive Orlando, FL 32804
ELIZABETH S. PIANTIERI	3012 Ardsley Drive Orlando, FL 32804

ARTICLE VI

INITIAL OFFICER(S)

The name(s) and address(es) of the initial officer(s) of the corporation is(are):

President

STEVEN J. PIANTIERI, 3012 Ardsley Drive,
Orlando, FL 32804

Vice-President,
Secretary &
Treasurer

ELIZABETH S. PIANTIERI, 3012 Ardsley Drive,
Orlando, FL 32804

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles
of Incorporation is:

NAME

ADDRESS

STEVEN J. PIANTIERI

3012 Ardsley Drive
Orlando, FL 32804

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be
vested in the Board of Directors and the shareholders of this
corporation.

ARTICLE IX

INDEMNIFICATION

Every director, officer, employee or agent of the corpo-
ration shall be indemnified by the corporation against all
expenses and liabilities, including counsel fees, reasonably
incurred by reason of their being imposed upon him or her in
connection with any proceeding to which he or she may be made a
party or in which he or she may become involved by reason of his
or her employment or by reason of his or her having been a
director, officer, employee or agent of the corporation or any
settlement thereof, whether or not he or she is a director,

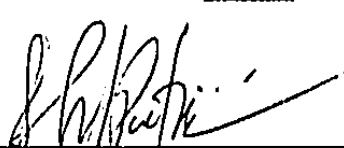
officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE X

AMENDMENT

The corporation reserves the right to amend, alter, change, repeal and revise any provision of this corporation's Certificate of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on the 23 day of May, 1996.



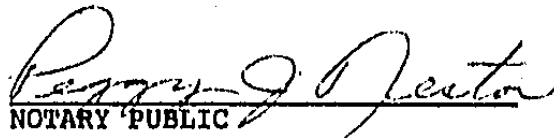
STEVEN J. PIANTIERI
SUBSCRIBER

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned officer, personally appeared STEVEN J. PIANTIERI, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to me that after reading the

same, the matters set forth therein are true and correct to the best of his knowledge and belief.

WITNESS my hand and official seal this 23rd day of May, 1996.


NOTARY PUBLIC

My Commission Expires:



PEGGY J NESTOR
My Commission CO409070
Expires Aug. 22, 1998
Bonded by HAI
800-482-1565

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that MACKIN, INC., desiring to organize under the Laws of the State of Florida with its principal office's indicated in the Articles of Incorporation at the City of Orlando, County of Orange, and State of Florida, has named Faith K. Stalnaker, Attorney-at-law, 300 International Parkway, Suite 376, Heathrow, Florida 32746 , County of Seminole, and State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


FAITH K. STALNAKER
RESIDENT AGENT

96 MAY 28 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA