

P96000047635

1401 HAYS STREET
TALLAHASSEE, FL 32301-2607
904 243-0300 FAX

800-343-8086



PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 976580 82378A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 5, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 976580

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
SAFRON ROONEY & DZURAK

P.O. Box 400

Punta Gorda, FL 33951-0400

DOMESTIC FILING

NAME: MCP ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

96 JUN -5 AM 11:35

RECEIVED

JP 6/5/96

JOHN S. DZURAK
ATTORNEY AT LAW
306 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -5 PM 1:26

Mailing Address:
Post Office Box 400
Punta Gorda, Florida 33951-0400

Phone: (941) 639-3171
Fax: (941) 639-3634

June 4, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: MCP ENTERPRISES, INC.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for MCP ENTERPRISES, INC.

Also enclosed is a check in the amount of \$70.00 with regards to the following:

\$35.00 - Filing fee.

\$35.00 - Fee for Resident Agent.

Please note that the resident agent is designated in the Articles of Incorporation.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,


JOHN S. DZURAK

JSD:mgg
enclosures

ARTICLES OF INCORPORATION
OF
MCP ENTERPRISES, INC.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
96 JUN -5 PM 1:24

I, the undersigned, **JOHN S. DZURAK**, Esquire do hereby create and sign these Articles for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

MCP ENTERPRISES, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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 or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 175 South McCall Road, Englewood, Florida 34223; and the name of its initial Registered Agent is **MICHAEL PILOT** whose mailing address is 175 South McCall Road, Englewood, Florida 34223. The mailing address of the corporation is 175 South McCall Road, Englewood, Florida 34223. A Certificate Designating Registered Office and Resident Agent executed by **MICHAEL PILOT** as Registered Agent is attached hereto as Exhibit "A".

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the

By-Laws, but shall never be less than one (1).

VIII.

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

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL PILOT	175 South McCall Road Englewood, Florida 34223
CHRISTINE PILOT	175 South McCall Road Englewood, Florida 34223

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **MICHAEL PILOT**, and the first Secretary/Treasurer shall be **CHRISTINE PILOT**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

NAME	ADDRESS	NO. OF SHARES	AMOUNT SUBSCRIBED
MICHAEL PILOT	175 South McCall Road Englewood, Florida 34223	50	\$ 500.00
CHRISTINE PILOT	175 South McCall Road Englewood, Florida 34223	50	\$ 500.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the

holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of June, 1996.

Michael J. Gal
Witness #1

John S. Dzurak
JOHN S. DZURAK, Esquire,
Incorporator

Gloria J. Gal
Witness #2

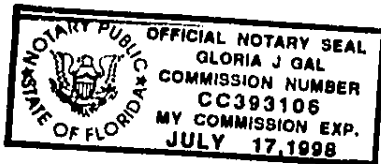
STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 30th day of June 1996, by JOHN S. DZURAK, Esquire, Incorporator, who is personally known to me, or-
who has produced _____ as identification

My commission expires:

Gloria J. Gal
GLORIA J. GAL, Notary Public,
State of Florida at Large



FILED
IN THE CLERK OF STATE
OFFICE OF CORPORATIONS
96 JUN -5 PM 1:26

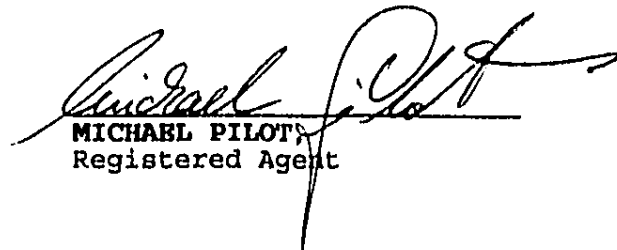
EXHIBIT "A"

**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

That MCP ENTERPRISES, INC., desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 175 South McCall Road, Englewood, Florida 34223, has named MICHAEL PILOT, located at 175 South McCall Road, Englewood, Florida 34223 and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for MCP ENTERPRISES, INC., the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: May 29, 1996


MICHAEL PILOT
Registered Agent