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ATTORNEYS AT LAW

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June 20, 1996

VIA FEDERAL EXPRESS

Mr. John Hall
Halls Delivery Service
464 Freddie Martin Drive
Tallahassee, FL 32301

4000001871294
-06/21/96--01046--027
****122.50 ****122.50

Re: Margelen Management Group, Inc.

Dear John:


Enclosed please find original and one copy of Articles of Incorporation for the above corporation.

Also enclosed is check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 for a certified copy and \$35 for registered agent fee.

Please file with the Secretary of State's office, wait for the certified copies and return the certified copy to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,


Barbara J. Coad, PLS
Secretary to Thomas R. Allen

Enclosures

FILED
65 JUN 21 PM 12:28
U.S. DEPT. OF JUSTICE
RECORDS & COMMUNICATIONS SECTION

SAS
6/21/96

ARTICLES OF INCORPORATION
OF
MARGELEN MANAGEMENT GROUP, INC.

FILED
03 APR 21 PM 2:20

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is MARGELEN MANAGEMENT GROUP, INC.

ARTICLE II
DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE III
GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with no par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

ARTICLE V
NO PREEMPTIVE RIGHTS

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

ARTICLE VI
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and initial registered office of the corporation is 340 North Orange Avenue, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Thomas R. Allen.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

- A. This corporation shall have four (4) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Leonard E. Williams	1603 E. Marks Street Orlando, FL 32803
Leonard E. Williams, Jr.	1603 E. Marks Street Orlando, FL 32803
Michael J Williams	1603 E. Marks Street Orlando, FL 32803
John A. Williams	1603 E. Marks Street Orlando, FL 32803

ARTICLE VIII
INCORPORATORS

The name and address of the Incorporator of this corporation is:

Thomas R. Allen	340 N. Orange Avenue Orlando, FL 32801
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ARTICLE IX
BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

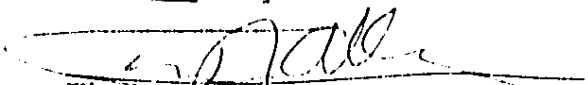
**ARTICLE X
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI
AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

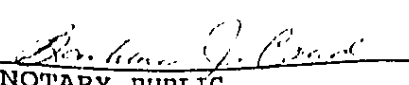
IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 20th day of June, 1996.


Thomas R. Allen

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 20th day of June, 1996, by Thomas R. Allen, who is personally known or who produced 10/11 (type of identification) as identification.

BARBARA J. COAD
Notary Public, State of Florida
My Comm. Expires April 23, 1999
Comm. No. CC454335


NOTARY PUBLIC

BARBARA J. COAD
Print Name
My Commission Expires:
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:


Thomas R. Allen