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LAW OFFICES OF
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* Federal Tax Counsel to the Firm
Admitted in Ohio Only, Practice Limited
to Matters of Federal Tax Law

J. TAX _____
FILING _____
R. AGENT FEE _____
C. COPY _____
TOTAL 122.50
N. BANK _____
BALANCE DUE _____
REMARK _____

June 19, 1996

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VIA FEDERAL EXPRESS DELIVERY

Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301

RE: McCune, Inc. and McCune Family Investment Company, Ltd.

Dear Sir or Madam:

Enclosed are two (2) original Articles of Incorporation and Registered Agent forms for McCune, Inc.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office.

Also enclosed are two (2) original Certificate of Limited Partnership of McCune Family Investment Company, Ltd. and two (2) original Affidavit of Capital Contributions of McCune Family Investment Company, Ltd.

One (1) original is to be filed in your office and one (1) original is to be certified and returned to this office.

McCune, Inc. is to be the corporate General Partner of McCune Family Investment Company, Ltd. As such, kindly please file the Articles of Incorporation and Registered Agent forms for McCune, Inc. prior to filing the Certificate of Limited Partnership of McCune Family Investment Company, Ltd. and the Affidavit of Capital Contributions of McCune Family Investment Company, Ltd.

FILED
JUN 21 1996
TALLAHASSEE, FL
CLERK OF SUPERIOR COURT

Dmc
6/24/96

Secretary of State
Division of Corporations
June 19, 1996
Page Two

Also enclosed is our client's check in the amount of \$1,968.00
for:

Receiving, Filing and Indexing Articles of Incorporation	\$ 35.00
Certified Copy of Articles of Incorporation	\$ 52.50
Registered Agent Fee	\$ 35.00
Receiving, Filing and indexing Certificate of Limited Partnership and Affidavit of Capital Contributions	\$1,750.00
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$1,907.50

If there are additional filing fees that are required which are not addressed in this letter, please use the balance of the funds from our client's check which is \$60.50 (\$1,968.00 - \$1,907.50 = \$60.50) to satisfy such filing fees.

If, however, there are no additional filing fees required, kindly please refund the \$60.50 at your earliest convenience.

Please telephone me if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Sincerely,

MAYER & KENNEDY



P. Todd Kennedy

PTK:njk
Enclosures

ARTICLES OF INCORPORATION
OF
McCUNE, INC.

FILED
96 JUN 21 11 24 AM
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopt the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of this corporation is McCune, Inc.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation Act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 5280 N. Ocean Drive, Singer Island, Florida 33404 and the name of the initial Registered Agent at that address is Edward J. McCune.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

<u>Name</u>	<u>Address</u>
Edward J. McCune	5280 N. Ocean Drive Singer Island, FL 33404

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Edward J. McCune	5280 N. Ocean Drive Singer Island, FL 33404

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date these Articles of Incorporation are filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 18 day of JUNE, 1996.

By: Edward J. McCune
Edward J. McCune, Incorporator

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CANADA

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First, that McCune, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5280 N. Ocean Drive, Singer Island, Florida 33404.

Second, named Edward J. McCune, located at 5280 N. Ocean Drive, Singer Island, Florida 33404, as its Agent to accept service of process within Florida.

Edward J. McCune
Edward J. McCune, Incorporator

Date: June 18, 1996

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

Edward J. McCune
Edward J. McCune, Registered
Agent

Date: Jan 18, 1996