

P96000061339

CAPITAL CONNECTION, INC.

417 B. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 JUL 23 AM 11:45
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

JUL 23 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE <u>7/23</u>			
TIME <u>930</u>			CK No. _____
BY <u>27</u>			

WALK-IN
 Will Pick Up _____

RE: Management Partners Inc. No. 52504

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kill		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retri.		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
MANAGEMENT PARTNERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act and Professional Service Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

MANAGEMENT PARTNERS, 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, including rental and operation activities related to real property authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of capital stock, which shall be designated Common Shares with a par value of one dollar and no cents (\$1.00). 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 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of this corporation shall be:

275 KIPLING COURT
HEATHROW, FLORIDA 32746

The name and address of the initial registered agent of this Corporation is:

DAVID W. GRAHAM
350 EAST PINE STREET
ORLANDO, FL 32801

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- a. This Corporation shall have one (1) director 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 name and address of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

NAME ADDRESS

Wendell L. Brooks
275 Kipling Court
Heathrow, Florida 32746

ARTICLE VIII - INCORPORATOR(S)

The name and street address of the incorporator to these Articles of Incorporation is:

David W. Graham
350 East Pine Street
Orlando, FL 32801

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 General Corporate Act.

ARTICLE XI - AMENDMENT

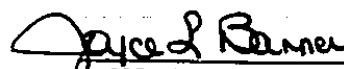
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

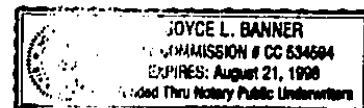
IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida this 15th day of July 1996.


DAVID W. GRAHAM

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of July 1996,
by David W. Graham.


NOTARY PUBLIC
My commission expires:



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.


David W. Graham

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STATE
TALLAHASSEE, FLORIDA