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FILED
96 AUG -5 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 1, 1996

Division of Corporations, New Corporations
POB 6327
Tallahassee, Florida 32314

400001913214
-08/05/96--01062--017
***122.50 ***122.50

Dear Sir:

Enclosed are the Articles of Incorporation for
MC Ventures, Inc. and our check for \$122.50 for filing fees
and a certified copy of the articles and a certificate of
incorporation.

Please return the documents to:

Benjamin H. Moore
1400 West Fairbanks Avenue, Ste 201
Winter Park, FL 32789

Thank you for your attention to this matter.

Sincerely,



Ben H. Moore

PS: Please use the enclosed Federal Express bill of lading
to return the documents to us via overnight express.
Thank you!

nc 8-7-96

ARTICLES OF INCORPORATION
OF

MC Ventures, Inc.

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TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

MC Ventures, Inc.

ARTICLE II PRINCIPAL OFFICE

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

161 Courtland Avenue
Winter Park, FL 32789

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares at \$1.00 Par Value

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

V. Michael Pabalís
161 Courtland Avenue
Winter Park, FL 32789

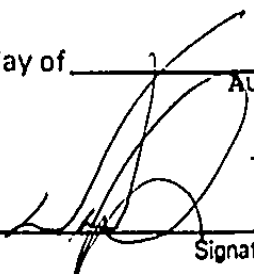
ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

V. Michael Pabalis
161 Courtland Avenue
Winter Park, FL 32789

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

____ 1st day of _____, 19____
August 96



Signature

Signature

Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MC Ventures, Inc.

2. The name and address of the registered agent and office is:

V. Michael Pabalis

(Name)

161 Courtland Avenue

(P.O. Box not acceptable)

Winter Park, FL 32789

(City/State/Zip)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)