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FLORIDA DIVISION OF CORPORATIONS

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(941) 747-6937

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NAME: MBK PROPERTIES, INC.

AUDIT NUMBER.....H96000013374

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 3

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ARTICLES OF INCORPORATION
OF

MBK PROPERTIES, INC.

1. NAME. The name of this corporation is MBK PROPERTIES, INC.

2. PURPOSE. The purpose for which the corporation is organized is:

The transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company or a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

3. CAPITAL STOCK. The aggregate number of shares of stock which the corporation shall have authority to issue is 10,000 and each share shall be of the par value of \$1.00.

4. DURATION. The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 1301 6th Avenue West, Suite 505, Bradenton, Florida 34205, and the name of the initial registered agent of the corporation at that address is Thomas A. Moseley. The principal business address of the corporation is 4903 1st Avenue Drive NW, Bradenton, Florida 34209.

6. NUMBER OF DIRECTORS. The corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time, by by-laws by the stockholders, but shall never be less than three.

7. INITIAL DIRECTORS. The name and street address of each member of the initial Board of Directors, who shall hold office until the first annual stockholders' meeting or until a successor has been elected and qualified is:

Name	Address
Kenneth C. McKeithen	4903 1st Ave. Dr., NW, Bradenton, FL 34209
D. Bemis Smith	1707 1st Ave. W., Bradenton, FL 34205
Matthew Kazar	1100 1st Ave. W., Bradenton, FL 34205

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Thomas A. Moseley
Fla. Bar. No. 033689
1301 6th Avenue West, Suite 505
Bradenton, FL 34205
(941) 747-3025

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8. INCORPORATOR. The name and address of the incorporator is:
Thomas A. Moseley
1301 6th Ave. W., Ste. 505
Bradenton, FL 34205

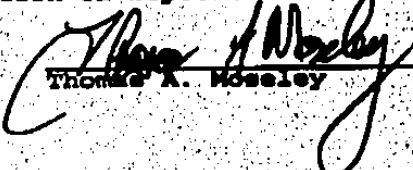
9. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the owners of a majority of the stock entitled to vote thereon; unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

10. INITIAL OFFICERS. The names of the officers of the corporation, who shall hold office until the first meeting of the Directors following the first annual stockholders' meeting or until their successors have been elected and qualified, are as follows:

President - Kenneth C. McKeithen
Secretary - Matthew Kesar
Treasurer - D. Bemis Smith

11. RESTRICTIONS ON TRANSFER OF STOCK. No share of the stock of the corporation may be sold or transferred, except by death, without giving the other stockholders of the corporation 60 days notice in writing of their option to purchase such stock at such price and on such terms as may be offered by other parties and acceptable to the stockholder desiring to sell. Such option shall inure to the benefit of the other stockholders (who desire to accept same) pro rata.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on September 24, 1996.


Thomas A. Moseley

H960000133749

Thomas A. Moseley

Fla. Bar No. 033689

1301 6th Avenue West, Suite 505

Bradenton, Florida 34205

(941) 747-3025

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JANET WOOD

004/004

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.

Thomas A. Montney, Resident Agent

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TALLAHASSEE, FLORIDA

#940000133749
 Thomas A. Moseley
 1301 6th Avenue West, suite 305
 Bradenton, Florida 34205
 (941) 747-3025
 Fla. Bar No. Q33489