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ACCOUNT NO. : 072100000032

REFERENCE : 102763 1429D

AUTHORIZATION : Patricia Pyrit

COST LIMIT : \$ 70.00

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DIVISION OF CORPORATION

ORDER DATE : September 30, 1996

ORDER TIME : 9:12 AM

ORDER NO. : 102763

CUSTOMER NO: 1429D

200001958652

CUSTOMER: Mary Jo McIntyre, Legal Asst
CUMMINGS & LOCKWOOD

P. O. Box 413032
3001 Tamiami Trail, North
Naples, FL 33941-3032

DOMESTIC FILING

NAME: MBC PARTNERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

ga
9/30/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 AM 10:46

**ARTICLES OF INCORPORATION
OF
MBC PARTNERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 30 AM 10:46

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

MBC PARTNERS, INC.

SECOND: The street address and mailing address of the principal office is:

3001 Tamiami Trail N.
Naples, Florida 34101

THIRD: The aggregate number of shares that the Corporation is authorized to issue is TEN THOUSAND (10,000) shares of common stock and the par value of each such share shall be ONE CENT (\$.01). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

3001 Tamiami Trail N.
Naples, Florida 34101

and the name of the Corporation's initial registered agent at such address is:

Robert F. Rogers, Esq.


FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is one (1), and the name of the initial director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualified, is:

Kenneth R. Edelbrock
Alcan Financial Group
110 West Berry Street, Suite 1910
Ft. Wayne, Indiana 46802

SIXTH: The name and address of the sole incorporator is:

Robert F. Rogers, Esq.
3001 Tamiami Trail N.
Naples, Florida 34101

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 25 day of September, 1996.


Robert F. Rogers, Esq.
Sole Incorporator

I, Robert F. Rogers, Esq., having been designated to act as registered agent hereby agree to act in this capacity.


Robert F. Rogers, Esq.
Initial Registered Agent

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