

PA6000087457

CAPITAL CONNECTION, INC.

417 E. 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

RE: Mary Clare, Inc.

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

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

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.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 checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S. <u>100001983721--9</u>		
<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 Kit		
<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 Retrieval		
<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.		

10/23/96-01025-022
****122.50 ****122.50

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TALLAHASSEE, FLORIDA

SUBTOTALS

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

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RECEIVED
TALLAHASSEE, FLORIDA

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
ME 10/23 12:00 AB CK No. 10/23
LK-IN _____
Pick Up _____

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**

MARY CLARE, INC.

ARTICLE I - NAME

The name of this corporation is **Mary Clare, Inc.**

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is **1860 Old Highway 98 East, Destin, Florida 32541** and the name and address of the initial registered agent of this corporation is **JAMES W. GRIMSLEY, 25 Walter Martin Road NE, Fort Walton Beach, Florida 32548.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either

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TALLAHASSEE, FLORIDA

increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

WILLIAM N. WILSON
1860 Old Highway 98 East
Destin, Florida 32541

ARTICLE VIII- INCORPORATORS

The name and address of the person signing these articles is:

WILLIAM N. WILSON
1860 Old Highway 98 East
Destin, Florida 32541

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SHARES OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

William N. Wilson - 500 shares

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or directors to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

ARTICLE XIII - TAX ARTICLE

It is the intention of this charter that the capital stock of this corporation will be subject to the

provisions of Sections 1242 through 1244, inclusive, of the Internal Revenue Code.

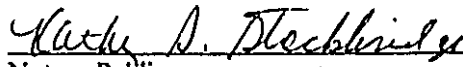
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 22nd day of October, 1996.

 (Seal)
WILLIAM N. WILSON

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared **WILLIAM N. WILSON**, who is personally known to me or has produced FL Driver License as identification, and who did/did not take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation and said person acknowledged before me that he executed those Articles of Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 22nd day of October, 1996.


Notary Public
Typed Name.....
Commission No.
My Commission Expires:

Prepared by:
JAMES W. GRIMSLEY
Smith, Grimsley, Bauman, Pinkerton,
Petermann, Saxer & Wells
P.O. Box 2379
Fort Walton Beach, FL 32549



Certificate Designating Place of Business or Domicile for the Service of Process Within this State

Naming Agent upon Whom Process May be Served:

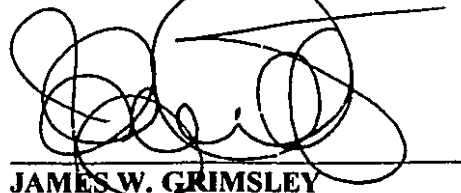
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TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said

Act:

FIRST: That **MARY CLARE, INC.**, a corporation duly organized and existing under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Fort Walton Beach, Florida, has named **JAMES W. GRIMSLEY, 25 Walter Martin Road, NE, Fort Walton Beach, Florida, 32548**, as its agent to accept service of process for the above-named corporation at the place designated in this Certificate.

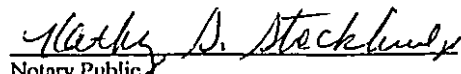
SECOND: Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


JAMES W. GRIMSLEY
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to and subscribed before me by **JAMES W. GRIMSLEY** who is personally known to me or who produced _____ as identification, and who did/did not take an oath, this 22nd day of October 1996.




Notary Public
Typed Name.....
Commission No.
My Commission Expires: