

P960000089577

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-0870

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 \$ _____

95 OCT 31 11:32

AL OCT 31 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY APK _____

WALK-IN
Will Pick Up 1031 1202

RE: Magdalene Development

Corporation Inc

C.C. FEE. DISBURSED

Capital Express™
Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
() Cert. Copy(s)

Art. of Amend. File
Dissolution/Withdrawal
C U S. 400001992104--4
Fictitious Name File -10/31/96--01047--007
****122.50 ****122.50

Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing

Corporate KII
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s, Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep.
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, 10% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF

MAGDALENE DEVELOPMENT CORPORATION, INC.

FILED
99 OCT 01 AM 11:32

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation is Magdalene Development Corporation, Inc.

ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION

The corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation by the Secretary of State.

ARTICLE 3 - PURPOSE

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock.

ARTICLE 5 - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11609 Cypress Park Street, Tampa, FL 33624, and the name of its initial registered agent at that address is Brett Wadsworth.

ARTICLE 6 - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two. The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than one. The name and address

of each person who is to serve as a member of the initial Board of Directors is:

NAME:

ADDRESS:

Donald H. Wadsworth	15315 Lako Magdaleno Blvd. Tampa, FL 33618
Laura E. Wadsworth	15315 Lake Magdaleno Blvd. Tampa, FL 33618

The directors shall be elected by a vote of the shareholders using the same shareholder quorum and voting as is provided for regular actions of the shareholders, and not by a plurality of the votes cast by the shareholders.

ARTICLE 7 - PRINCIPAL OFFICE

The principal office of the corporation, for the time being and until changed, is 15315 Lake Magdaleno Blvd., Tampa, FL 33618.

ARTICLE 8 - INCORPORATORS

The name and address of each incorporator is:

NAME:

ADDRESS:

Brett Wadsworth	11609 Cypress Park St. Tampa, FL 33624
-----------------	----------------------------------------

ARTICLE 9 - SHAREHOLDER QUORUM AND VOTING

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation.

ARTICLE 10 - BOARD OF DIRECTORS QUORUM AND VOTING

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

ARTICLE 11 - RIGHT TO REDEEM

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

ARTICLE 12 - COMPENSATION OF OFFICERS

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

ARTICLE 13 - SHARE TRANSFER RESTRICTIONS

No shareholder (other than Donald H., Wadsworth and Laura E. Wadsworth, as tenants by the entireties) shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of (hereinafter collectively referred to as a "Transfer") any of the shares or interest in shares of the corporation held or owned by any such shareholder without first offering such shares or interest in shares for sale to the corporation at their book value as determined by the corporation's accountant pursuant to generally accepted accounting principles, or such other value as may be specifically agreed upon by the shareholders and the corporation in writing, from time to time. Such offer shall be in writing, shall set forth the number of shares or the interest in shares involved in such proposed Transfer, shall set forth the person or entity to whom the shares or interest in shares are to be transferred, shall be signed by the shareholder who intends to so Transfer said shares or interest in shares (the "Transferring Shareholder"), and shall be sent by registered or certified mail to the corporation at its principal place of business. That offer shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of receipt by the corporation of that notice. If the corporation does not give the Transferring Shareholder, within that thirty (30) day period, written notice of the corporation's decision to purchase all

of those shares or interest in shares, then the other shareholders of the corporation shall have the option, for a period of fifteen (15) days following the end of that thirty (30) day period, to purchase a proportionate number of those shares or interest in shares not being purchased by the corporation, based upon each shareholders percentage ownership of stock in the corporation (any shareholder may also give notice of his intention to purchase any shares or interest in shares not agreed to be purchased by the other shareholder(s)), which purchase may be made on the same purchase price, terms and conditions previously available to the corporation. The corporation shall be required to immediately send each shareholder a copy of any notice received by the corporation pursuant to this Article, and indicating thereon what day that notice was received by the corporation. The corporation shall also be required to send each shareholder a copy of any notice by the corporation, if any, to the Transferring Shareholder of the corporation's decision to purchase those shares or interest in shares. If the corporation does not give notice within that 30-day period of its intent to purchase all of the shares or interest in shares being offered by a Transferring Shareholder, and the other shareholders fail to give the Transferring Shareholder written notice within the aforesaid 15-day period of their intent to purchase all of the remaining shares or interest in shares not purchased by the corporation, then the Transferring Shareholder shall have the right to dispose of all of his or her shares or interest in shares as he or she may see fit. If, however, the Transferring Shareholder fails to Transfer all of those shares or interest in shares within ninety (90) days after the end of the notice periods, then those shares or interest in shares not so transferred will again be subject to the terms and conditions of this Article. It is the intent of this paragraph that if all of the shares or interest in shares being offered for Transfer by the Transferring Shareholder are not purchased by the corporation and/or the other shareholders pursuant to this Article, then the Transferring Shareholder may refuse to sell any of the stock or interest in stock to the corporation or the other shareholders and may transfer or dispose of

all of his or her shares or interest in shares in full as he or she may see fit.

On the death of any shareholder (other than Donald H. Wadsworth or Laura E. Wadsworth), the corporation shall have the right to purchase all shares of stock or interest in shares of stock in the corporation owned by such shareholder immediately prior to his or her death at the book value of such shares or interest in shares as determined by the accountant for the corporation based on generally accepted accounting principles, or such other value as may be specifically agreed upon by the shareholders and the corporation in writing, from time to time, and this provision shall be binding on the beneficiaries, executor, administrator, and personal representative of each such shareholder. The beneficiaries, executor, administrator or personal representative shall be required to give the corporation written notice of the death of the shareholder, which notice shall contain the information required in the notice from the Transferring Shareholder as set forth in the preceding paragraph. The corporation shall have a period of thirty (30) days in which to give the beneficiary, executor, administrator or personal representative written notice of the corporation's desire to purchase all of such shares of stock or interest in shares of stock, which thirty (30) day period shall not begin until the corporation's receipt of that notice. If the corporation should fail or refuse to give notice within that thirty (30) day period of the corporation's desire to purchase all of the deceased shareholder's shares or interest in shares, then the beneficiaries, executor, administrator or personal representative of the deceased shareholder shall have the right to dispose of those shares or interest in shares as he or she may see fit.

Donald H. Wadsworth and Laura E. Wadsworth, as tenants by the entirety, shall have the right to jointly sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares or interest in shares of the corporation held or owned by them as tenants by the entirety, without first offering such shares or interest in shares for sale to the corporation, but only with joinder of both tenants.

On the death of either Donald H. Wadsworth or Laura E. Wadsworth, their interest in stock in the corporation may be devised, sold, assigned, pledged, encumbered, transferred, or otherwise disposed of by the surviving tenant.

The restrictions on a shareholder's right to Transfer shares of stock in the corporation shall not apply to a Transfer of the shares to the corporation, or any other person or entity if prior written approval is obtained from the corporation and each shareholder of the corporation.

In no event, however, shall any shareholder of the corporation be entitled to Transfer, devise or bequeath any interest whatsoever in any shares of stock in the corporation to: (1) any person or entity who is not eligible to qualify as a shareholder in a Subchapter "S" corporation if the corporation is a Subchapter "S" corporation at the time of the Transfer; or (2) any person or entity which may cause the corporation or its shareholders to incur any state or federal tax penalty or personal holding company tax.

Any attempt to Transfer, or distribute to any heirs or beneficiaries of a shareholder, any shares of stock in the corporation not in accordance with this Article shall be null and void and any such person or entity receiving any interest in any such shares of stock shall not be entitled to transfer or registration of that interest on the books of the corporation.

The purchase price payable by the corporation and/or the other shareholders for the Transferring Shareholder's stock shall be payable in cash or over time with 10% down, the remaining purchase price payable monthly over a period of 10 years, and amortized over 30 years, which sum shall accrue interest at the rate of 8.0% per annum. The shares of stock being sold shall be pledged as security for payment of the purchase price. The closing of the transfer of the stock shall be scheduled at a mutually convenient time for all parties thereto, but said closing shall not be held any later than forty-five (45) days after the date on which the last notice of intent to purchase such stock is mailed by the corporation or any shareholder to the Transferring Shareholder, or in the case of a deceased shareholder to such shareholder's beneficiaries, executor,

administrator or personal representative. If the closing of any purchase of any shares of stock by the corporation and/or the other shareholders does not occur within forty-five (45) days after the date on which the last notice of intent to purchase such stock is mailed by the corporation or any shareholder to the Transferring Shareholder, or in the case of a deceased shareholder to such shareholder's beneficiaries, executor, administrator or personal representative, then the Transferring Shareholder, or in the case of a deceased shareholder the beneficiaries, executor, administrator or personal representative of such shareholder, shall have the right to dispose of all of those shares of stock as he or she may see fit.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such Articles is on file at the principle office of the corporation."

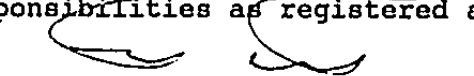
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, ~~It is~~, the undersigned, constituting the incorporator~~s~~ of this corporation, have executed these Articles of Incorporation on this 20th day of October 1966.



INCORPORATOR

REGISTERED AGENT ACCEPTANCE

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.



REGISTERED AGENT

56 OCT 31 11:32
FBI