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FLORIDA BAR  
BOARD CERTIFIED  
CIVIL TRIAL LAWYER

November 13, 1996

NATIONAL BOARD OF  
TRIAL ADVOCACY  
BOARD CERTIFIED  
CIVIL TRIAL ADVOCATE

Department of State  
Corporate Records Bureau  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
ATTENTION: New Filing Section

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-11/19/96--01132--009  
\*\*\*\*122.50 \*\*\*\*122.50

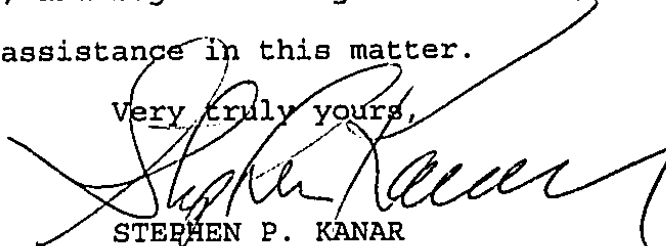
Re: MATSCHE ASSOCIATES, INC.

Dear Sir:

I enclose herewith Articles of Incorporation for the above named corporation together with one copy thereof. Also enclosed is a check in the amount of \$122.50 for the filing fee of \$35.00, certified copy of \$52.50, and registered agent form of \$35.00.

Thank you for your assistance in this matter.

Very truly yours,

  
STEPHEN P. KANAR

SPK:ljg  
Enclosures

NOV 20 1996

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FILED  
96 NOV 18 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
MATSCHÉ ASSOCIATES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is: MATSCHE ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida, and to effectuate such purposes, may act in any capacity including as an agent or attorney-in-fact for any person or entity.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of DOLLAR par value common stock, which shall be designated "Common Shares."

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered principal office of this corporation is 18500 U. S. Highway 441, Mount Dora, FL 32757, and the name of the initial registered agent of this corporation is Robert Monroe Nelson whose residence address is 10333 N. Em En El Grove, Umatilla, FL 32784 and whose mailing address is Post Office Box 1154, Eustis, FL 32727.

ARTICLE V. INITIAL BOARD OF DIRECTORS

This corporation shall have four Directors initially. The number of Directors may either be increased or diminished from

time to time by the By-laws but shall never be less than one.  
The names and addresses of the initial Directors of this corporation are:

Robert Monroe Nelson  
10333 N. Em En El Grove  
Umatilla, FL 32784

Mailing address:  
Post Office Box 1154  
Eustis, FL 32727

Auty Enloe Carter  
30207 Magnolia Avenue  
Sorrento, FL 32776

Eugene David Joslyn  
4119 Joslyn Lane  
Lady Lake, FL 32159

Mailing address:  
Post Office Box 901  
Lady Lake, FL 32158

Haskel Thomas Carter  
31817 Levi Road  
Sorrento, FL 32776

#### ARTICLE VI. INCORPORATORS

The names and addresses of the persons signing these Articles are:

Robert Monroe Nelson  
10333 N. Em En El Grove  
Umatilla, FL 32784

Mailing address:  
Post Office Box 1154  
Eustis, FL 32727

Auty Enloe Carter  
30207 Magnolia Avenue  
Sorrento, FL 32776

Eugene David Joslyn  
4119 Joslyn Lane  
Lady Lake, FL 32159

Mailing address:  
Post Office Box 901  
Lady Lake, FL 32158

Haskel Thomas Carter  
31817 Levi Road  
Sorrento, FL 32776

#### ARTICLE VII. BY-LAWS

The power to adopt, alter, amend or repeal By-laws

shall be vested in the Board of Directors and the shareholders.

Robert Monroe Nelson  
Robert Monroe Nelson  
Director/President

Auty Enloe Carter  
Auty Enloe Carter  
Director/Vice President

Haskel Thomas Carter  
Haskel Thomas Carter  
Director/Secretary

Eugene David Joslyn  
Eugene David Joslyn  
Director/Treasurer

STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Robert Monroe Nelson, Auty Enloe Carter, Eugene David Joslyn and Haskel Thomas Carter who are personally known to me or who have produced \_\_\_\_\_ as identification, as the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation and executed the same.

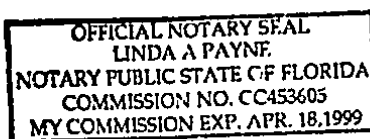
WITNESS my hand and official seal in the County and State named above, this 7th day of November, 1996.

Linda A. Payne  
NOTARY PUBLIC

LINDA A. PAYNE  
Printed Notary Name

My Commission No.: CC453605

My Commission Expires: April 18, 1999



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First - That MATSCHE ASSOCIATES, INC., desiring to organize  
under the laws of the State of Florida, with its initial  
registered principal office at 18500 U. S. Highway 441, Mount  
Dora, FL 32757, has named Robert Monroe Nelson whose residence  
address is 10333 N. Em En El Grove, Umatilla, FL 32784, and whose  
mailing address is Post Office Box 1154, Eustis, FL 32757, as its  
agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
stated corporation, at the place designated in this Certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provisions of said Act relative to keeping open said office.

By: Robert Monroe Nelson  
Robert Monroe Nelson  
Registered Agent

FILED  
96 NOV 18 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA