

**P96000096860**

**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: Mayer Management, Inc.

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 \$ \_\_\_\_\_

55 DEC 2 11:30

DEC 22 1996

|         |             |           |              |
|---------|-------------|-----------|--------------|
| REQUEST | TAKEN       | CONFIRMED | APPROVED     |
| DATE    | <u>12/2</u> | _____     | _____        |
| TIME    | _____       | _____     | CK No. _____ |
| BY      | _____       | _____     | _____        |

WALK-IN Will Pick Up 7:00 [Signature]

|                                                       | C.C. FEE. | DISBURSED |
|-------------------------------------------------------|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™  | _____     | _____     |
| <input checked="" type="checkbox"/> Art. of Inc. File | _____     | _____     |
| _____ Corp. Record Search                             | _____     | _____     |
| _____ Ltd. Partnership File                           | _____     | _____     |
| _____ Foreign Corp. File                              | _____     | _____     |
| <input checked="" type="checkbox"/> ( ) Cert. Copy(s) | _____     | _____     |
| _____ Art. of Amend. File                             | _____     | _____     |
| _____ Dissolution/Withdrawal                          | _____     | _____     |
| _____ C U S-                                          | _____     | _____     |
| _____ Fictitious Name File                            | _____     | _____     |
| _____ Name Reservation                                | _____     | _____     |
| _____ Annual Report/Reinstatement                     | _____     | _____     |
| _____ Reg. Agent Service                              | _____     | _____     |
| _____ Document Filing                                 | _____     | _____     |
| _____ Corporate Kit                                   | _____     | _____     |
| _____ 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.                                    | _____     | _____     |
| <b>SUBTOTALS</b>                                      | _____     | _____     |

788882016647-9  
 -12/02/96-01009-017  
 \*\*\*122.50 \*\*\*122.50

|                                |          |
|--------------------------------|----------|
| FEE.....                       | \$ _____ |
| DISBURSED.....                 | \$ _____ |
| BURCHARGE.....                 | \$ _____ |
| 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, 18% per Annum.

RECEIVED  
 56 DEC 2 4 9:13  
 DIVISION OF CORPORATE REGISTRATION

**ARTICLES OF INCORPORATION**  
**OF**  
**MAYER MANAGEMENT, INC.**

**FILED**  
96 DEC 2 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this corporation is Mayer Management, Inc.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The effective date of this corporation shall be the date of the filing of these Articles with the Secretary of State of Florida and the duration of this corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

**ARTICLE V - AUTHORITY TO ISSUE WARRANTS**

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or

options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

#### **ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

#### **ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 3144 Casseekey Island Road, Jupiter, Florida 33477, and the name of its initial registered agent at that address is Anton Mayer. The principal place of business shall also be at that same address.

#### **ARTICLE VIII - DIRECTORS**

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person who is to serve as directors until the first annual meeting of shareholders, or until his successors are elected and qualified, as appointed by the Incorporator of the Corporation, is:

| <u>Name</u> | <u>Address</u>                                       |
|-------------|------------------------------------------------------|
| Anton Mayer | 3144 Casseekey Island Road<br>Jupiter, Florida 33477 |

**ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator is:

| <u>Name</u> | <u>Address</u>                                       |
|-------------|------------------------------------------------------|
| Anton Mayer | 3144 Casseekey Island Road<br>Jupiter, Florida 33477 |

**ARTICLE X - COMMON DIRECTORS  
TRANSACTIONS BETWEEN CORPORATIONS**

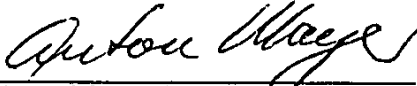
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 26<sup>th</sup> day of November, 1996.

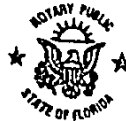
  
Anton Mayer, Incorporator

STATE OF FLORIDA            )  
                                          )  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of November, 1996, by Anton Mayer,

who is personally known to me  
 who has produced \_\_\_\_\_ as identification  
and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

Melissa M. Fricke  
Melissa M. Fricke  
(Print name of Notary)  
Notary Public  
Commission Number: \_\_\_\_\_



MELISSA M FRICKE  
My Commission CC391048  
Expires Jul. 12, 1998  
Bonded by HAI  
800-422-1555

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

In compliance with the Florida Statutes, the following is submitted:

Mayer Management, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named Anton Mayer, located at 3144 Casseekey Island Road, Jupiter, Florida 33477, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGEMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

DATED: 11/26, 1996

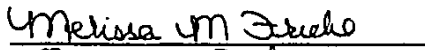
  
Anton Mayer, Registered Agent

STATE OF FLORIDA            )  
                                          )  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of November, 1996, by Anton Mayer,

who is personally known to me  
 who has produced \_\_\_\_\_ as identification

and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
Melissa M. Fricke  
(Print name of Notary)  
Notary Public  
Commission Number: \_\_\_\_\_

FILED  
96 DEC - 2 AM 10:30  
NOTARY PUBLIC  
STATE OF FLORIDA



MELISSA M FRICKE  
My Commission CC301040  
Expires Jul. 12, 1998  
Bonded by HAI  
800-422-1555