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PRENTICE HALL
LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE: 174043 4219988
HORIZATION:

AUTHORIZATION:

COST LIMIT : \$ 70.00

ORDER DATE: December 3, 1996

ORDER TIME: 3:08 PM

ORDER NO. : 174043-005

CUSTOMER NO: 4319988

- 500002018975--421**4**

96 DEC -3 AM II: 19

SECRETALL OF STATE
TALLAHASSEE, FLORIDA

CUSTOMER: Chuck Pratt, Esq

MCGUIRE PRATT MASIO AND

FARRANCE, P.A. 1001-3rd Ave. W.

Suite 600

Bradenton, FL 34205

W96-25315

502

DOMESTIC_FILING

NAME:

MAGNA INVESTMENTS, INC.

EFFECTIVE DATE:

XX ___ ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

mike itali Legat and Funancial Lesvices



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 4, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301-2607

SUBJECT: MAGNA INVESTMENTS, INC.

Ref. Number: W96000025315

RESUBMIT

Please give original submission date as file date.

We have received your document for MAGNA INVESTMENTS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman Document Specialist

Letter Number: 596A00054322

ARTICLES OF INCORPORATION

OF

MAYFAIR INVESTMENTS, INC.

FILED

96 DEC -3 AM II: 19

SECRETARIO STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MAYFAIR INVESTMENTS, INC.

The address of the principal office of this corporation shall be 1748 Independence Boulevard, Suite E-2, Sarasota, Florida 34234, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 3, 1996.

CORPORATION SERVICE COMPANY

By: Deliorah D. Skipper

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Lleliorah D. Skipper

It's Agent, Deborah D. Skipper

HBD/das