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TRANSMITTAL LETTER

FILED

97 JAN -9 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: MCA, Inc.

Enclosed is an original and one copy of the Articles of Incorporation and a check for \$78.75 for filing fee and a certificate.

FROM: David S. Hardison
543 11th Ave.
Mt. Dora, FL 32757

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1-15-97

ARTICLES OF INCORPORATION

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

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FIRST

The name of the corporation is: MCA, Inc.

SECOND

The corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

THIRD

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a par value of four dollars (US\$4) each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment. The capital stock may be paid for in cash, property, or services at a just valuation to be fixed by the directors at the organization meeting.

Stock in other corporations or other going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis, and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH

The corporation is to have perpetual existence.

FIFTH

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

SIXTH

Cumulative voting may be permitted by the terms of the by-laws

SEVENTH

The address of the initial registered office of the corporation is 134 Coastline Rd., Sanford, FL 32771, and the name of its initial registered agent at such address is: David S. Hardison

EIGHTH

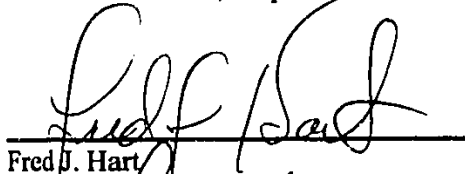
Address of the principal place of business is 134 Coastline Rd., Sanford, FL 32771

NINTH


The number of directors constituting the initial board of directors of the corporation is Four, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| David Goose | 1505 Royal Circle, Apopka, FL 32703 |
| David Hardison | 543 11th Ave., Mt. Dora, FL 32757 |
| Von Plourde | 466 Sabal Trail Circle, Longwood, FL 32779 |
| Fred J. Hart | 13930 Pepperrell Drive, Tampa, FL 33624 |

In witness whereof, the parties hereto have set their hands and seals this 2nd day of January, 1997.


Fred J. Hart


Von Plourde


David Goose


David S. Hardison

TRANSMITTAL LETTER

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is MCA, Inc.
2. The name and address of the registered agent and office is:

David S. Hardison
134 Coastline Road,
Sanford, FL 32771

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature

1-2-97

Date