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JOHN W. RODGERS

ATTORNEY AT LAW

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FILED
DIVISION OF CLERK OF THE COURT
97 FEB 18 PM 2:44
FACSIMILE
(407) 422-2870

February 17, 1997

*Return to
B/U ASAP*

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

RE : The McIntosh Group, Inc.
ACCOUNT : 10404

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-02/18/97--01106--033
***122.50 ***122.50

Gentlemen:

Enclosed please find the following documents:

1. Original and one copy of Articles of Incorporation and Certificate designating registered agent to be filed with the Secretary of State.

2. My trust check made payable to the Secretary of State in the amount of \$122.50.

3. My trust check made payable to Attorneys' Title Insurance Fund, Inc. for your services.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,

JOHN W. RODGERS

JWR:ar

Enclosures

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D. BROWN FEB 18 1997

ARTICLES OF INCORPORATION
OF
THE MCINTOSH GROUP, INC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 18 PM 2:44

The undersigned incorporator to the Articles of Incorporation is a natural person competent to contract and does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is THE MCINTOSH GROUP, Inc.

ARTICLE II

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This corporation shall have any and all powers that may be provided, authorized or permitted by law, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock at \$1.00 par value.

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be located at 5064 Ernst Court, Orlando, Florida 32819. The mailing address of this corporation shall be 5064 Ernst Court, Orlando, Florida 32819.

The registered agent of this corporation at this address shall be
HARRY J. SMITH.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by at least
one (1) director. The initial name and address of the Board of
Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harry J. Smith	5064 Ernst Court Orlando, Florida 32819

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to this Certificate
of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Harry J. Smith	5064 Ernst Court Orlando, Florida 32819

VIII

These Articles of Incorporation may be amended as provided in
the "Florida Business Corporation Act".

IN WITNESS WHEREOF, I have executed these Articles of
Incorporation this 12 day of February, 1997, for the purpose of
forming this corporation to do business both within and without the
State of Florida and in pursuance of the corporation law of the
State of Florida do make and file in the Office of the Department
of State, of the State of Florida, these Articles of Incorporation
and certify that the facts herein stated are true.

JOHN W. RODGERS
ATTORNEY AT LAW
304 E. COLONIAL DRIVE
ORLANDO, FLORIDA
32801


HARRY J. SMITH

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Harry J. Smith, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

SWORN to and SUBSCRIBED before me this 17 day of February, 1997.

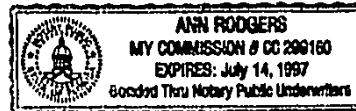
Ann Rodgers
ANN RODGERS

(Name of notary typed, stamped or printed)

Notary Public, State of Florida

My commission expires:

My commission number :



JOHN W. RODGERS
ATTORNEY AT LAW
304 E. COLONIAL DRIVE
ORLANDO, FLORIDA
32801

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 The McIntosh Group, Inc.
desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at City of Orlando, County of
Orange, State of Florida 32819
has named Harry J. Smith
located at 5064 Ernst Court
(Street address and number of building,
Post Office Box address not acceptable)
City of Orlando, County of Orange,
State of Florida, as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at 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 HARRY J. SMITH
HARRY J. SMITH
(Registered Agent)

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DIVISION
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