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CONTACT: CHERYL COMSTOCK
PHONE: (941)748-0151

ACCT#: 072460000742

FAX #: (941)748-0158

NAME: MCCARTHY ENTERPRISES OF MANATEE, INC.

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TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****MCCARTHY ENTERPRISES OF MANATEE, INC.**

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of the corporation shall be MCCARTHY ENTERPRISES OF MANATEE, INC. The principal office and mailing address shall be 6118 Riverview Boulevard, Bradenton, Florida 34209.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 1000 shares of common stock having a nominal par value of 10\100 Dollars (\$0.10) per share.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34206, and the initial registered agent will be William S. Galvano. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and/or select a new registered agent.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is William S. Galvano, whose address is 1023 Manatee Avenue West, Bradenton, Florida 34206.

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William S. Galvano, Fl. Bar # 966487
Grimes Goebel Grimes Hawkins & Gladfelter, P.A.
1023 Manatee Avenue West
Bradenton, Florida 34205
fax (941) 748-0158 phone (941) 748-0151

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ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR

The name and address of the initial Director of this corporation is:

<u>Name</u>	<u>Address</u>
Dorothia McCarthy	6118 Riverview Boulevard Bradenton, Florida 34209

ARTICLE IX. OFFICERS

The executive offices of this corporation shall be a President, Vice President, Secretary and Treasurer. Any person may hold two or more offices. The corporation may also have such other officer and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

ARTICLE XI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase its pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII. AFFILIATED TRANSACTIONS

This corporation elects not to be governed by the provisions of Sections 607.0901, *Florida Statutes (1993)*, regarding affiliated transactions.

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IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.

William S. Galvano
WILLIAM S. GALVANO

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned notary public, personally appeared WILLIAM S. GALVANO, known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be his free act and deed for the purposes therein set forth. He is personally known to me and did () did not (X) take an oath.

SWORN TO AND SUBSCRIBED before me this 24 day of February 1997.

Dawn M. Kauffman
Signature of Notary Public

Dawn M. Kauffman
Printed name of Notary Public

CC603203
Serial/Commission Number

My commission expires: 11-21-00



Dawn Marie Kauffman
By Commission CC603203
Expires November 21, 2000

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Sections 617.0501, 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 MCCARTHY ENTERPRISES OF MANATEE INC.
2. The name and address of the Registered Agent and office is: William S. Galvano
1023 Manatee Avenue West, Bradenton, Florida 34206.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

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.



WILLIAM S. GALVANO
Registered Agent

DATED this the 24th day of February 1997.

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