

P97000020844



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 283624 4806726

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 6, 1997

ORDER TIME : 9:50 AM

ORDER NO. : 283624-005

CUSTOMER NO: 4806726

CUSTOMER: David Pratt, Esq  
JONES FOSTER JOHNSTON & STUBBS

P.O. Box 3475

West Palm Beach, FL 33402-3475

DOMESTIC FILING

NAME: MEGALODON, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

K.R. MAR - 6 1997

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FILED  
97 MAR -6 PM 3:39  
SECRET  
TALLAHASSEE, FLORIDA

-RECEIVED  
97 MAR -6 AM 10:37  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
MEGALODON, INC.

FILED  
97 MAR -6 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is MEGALODON, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$1.00 per share.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 9280 Ketay Circle, Boca Raton, FL 33428; and the name of the initial registered agent of the Corporation at that address is Steven R. Alten.

**ARTICLE V - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 9280 Ketay Circle, Boca Raton, FL 33428.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The Corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors of the Corporation are as follows:

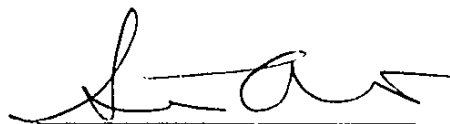
Steven R. Alten, 9280 Ketay Circle, Boca Raton, FL 33428, and

Kimberly L. Alten, 9280 Ketay Circle, Boca Raton, FL 33428

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Steven R. Alten, 9280 Ketay Circle, Boca Raton, FL 33428.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 4th day of March, 1997.

A handwritten signature in black ink, appearing to read 'S. Alten', is written over a horizontal line.

Steven R. Alten, Incorporator

CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That MEGALODON, INC., desiring to organize under the laws of the State of Florida, has named Steven R. Alten, located at 9280 Ketay Circle, Boca Raton, FL 33428, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 4th day of March, 1997.

By:   
Steven R. Alten

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97 MAR -6 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA