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ROBERTS & LAW, P.A.

ATTORNEYS AT LAW

250 S. MAIN AVENUE

GROVELAND, FLORIDA 34736-0057

JULIA R. LAW
OF COUNSEL
ARTHUR E. ROBERTS

MAILING ADDRESS
P.O. Box 57
TELEPHONE: 352/429-2183
FAX: 352/429-3035

March 4, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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Re: ~~Megalodon~~, Inc.

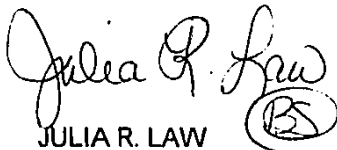
Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,


JULIA R. LAW

JRL/bs

Enclosures

97 MAR 21 PM 1:03
RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

502-
W97-5895

3/31/97

ROBERTS & LAW, P.A.

ATTORNEYS AT LAW
250 S. MAIN AVENUE
GROVELAND, FLORIDA 34736-0057

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 31 PM 1:03

JULIA R. LAW
OF COUNSEL
ARTHUR E. ROBERTS

MAILING ADDRESS
P.O. BOX 57
TELEPHONE: 352/429-2183
FAX: 352/429-3035

March 27, 1997

Ms. Clarethia Golden
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Megalodon International, Inc.

Dear Ms. Golden:

Enclosed please find new articles of incorporation for the subject matter incorporating a new name.

Please file such articles in accord with my letter dated March 4, 1997.

Should any additional information be required, please advise.

Sincerely,


ARTHUR E. ROBERTS 

AER/bs

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 21 PM 1:03

March 13, 1997

ROBERTS & LAW, P.A.
ATTN: JULIA R. LAW
POST OFFICE BOX 57
GROVELAND, FL 34736-0057

SUBJECT: MEGALODON, INC.
Ref. Number: W97000005895

We have received your document for MEGALODON, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 097A00012816

FILED
STATE
CORPORATIONS
97 MAR 31 PM 1:03

ARTICLES OF INCORPORATION
OF
MEGALODON INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby sets forth their intention to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is MEGALODON INTERNATIONAL, INC.

ARTICLE II

This corporation shall exist perpetually.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

The registered office of this corporation in the State of Florida is 2124 Intercoastal Sound Drive, Jacksonville, Florida 32224. The Registered Agent for this corporation at this address is LOUIS G. GOVREAU. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

The corporation shall have two directors initially, whose name and address are:

CARL ARTHUR MATTSON, JR., 528 Montrose Street, Clermont, Florida 34711

LOUIS G. GOVREAU, Post Office Box 50639, Jacksonville, Florida 32240-0639.

ARTICLE VII

The name and address of the incorporators of this corporation are:

CARL ARTHUR MATTSON, JR., 528 Montrose Street, Clermont, Florida 34711

LOUIS G. GOVREAU, Post Office Box 50639, Jacksonville, Florida 32240-0639.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a three-quarters majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE IX

Shares of stock in this corporation may be transferred only as provided in the By-Laws of the corporation existing and in force at the time such transfer is desired.

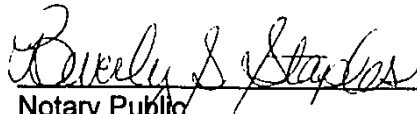

CARL ARTHUR MATTSON, JR.


LOUIS G. GOVREAU

STATE OF FLORIDA
COUNTY OF LAKE

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 CARL ARTHUR MATTSON, JR. and LOUIS G. GOVREAU, who are personally known to me to be the incorporators in the foregoing Articles of Incorporation, and acknowledged that they subscribed to these Articles of Incorporation

WITNESS my hand and seal in the County and State named above this
27th day of March, 1997.


Notary Public



BEVERLY S. STAPLES
MY COMMISSION # CC426028 EXPIRES
January 15, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 31 PM 1:03

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES
AND ADDRESSES OF THE OFFICERS AND DIRECTORS.**

The following is submitted, in compliance with Chapter 607.034, Florida Statutes:

MEGALODON INTERNATIONAL, INC., a corporation organized
(or organizing) under the laws of the State of Florida, with its principal
office at 2124 Intercoastal Sound Drive, in the City of Jacksonville,
County of Duval, State of Florida, has named
Louis G. Govreau, located at 2124 Intercoastal Sound Drive,
in the City of Jacksonville, County of Duval, State
of Florida, as its agent to accept service of process within this state.

OFFICERS:

| Name | Title | Specific Address |
|---------------------------------|------------|--|
| <u>Carl Arthur Mattson, Jr.</u> | <u>(P)</u> | <u>528 Montrose Street</u> <u>Clermont, Florida 34711</u> |
| <u>Louis G. Govreau</u> | <u>(S)</u> | <u>2124 Intercoastal Sound Drive</u> <u>Jacksonville, Florida 32224</u> |
| <u></u> | <u>(T)</u> | <u></u> |
| <u></u> | <u>(V)</u> | <u></u> |

DIRECTORS:

| Name | Specific Address |
|---------------------------------|--|
| <u>Carl Arthur Mattson, Jr.</u> | <u>528 Montrose Street</u> <u>Clermont, Florida 34711</u> |
| <u>Louis G. Govreau</u> | <u>2124 Intercoastal Sound Drive</u> <u>Jacksonville, Florida 32224</u> |
| <u></u> | <u></u> |
| <u></u> | <u></u> |

BY: 

Corporate Officer

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
97 MAR 28 PM 1:03

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 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: _____

MEGALODON INTERNATIONAL INC.

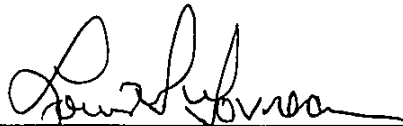
2. The name and address of the registered agent and office is:

NAME: Louis G. Govreau

ADDRESS: 2124 Intercoastal Sound Drive

Jacksonville, Florida 32224

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.



Dated: 3/27/97