

MILLIGAN & SIGNORELLA, P.A.

Attorneys and Counsellors at Law
TERRENCE O'RILEY SIGNORELLA
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Telephone 941-275-6606

(Fax: 941-275-6626)

South Florida Bank Building
1500 Colonial Boulevard
Fort Myers, Florida 33907

P9700031200
April 2, 1997
*LETTER TO
STATE*

Attorney's Title
660 E. Jefferson Street Suite 200
Tallahassee, FL 32301

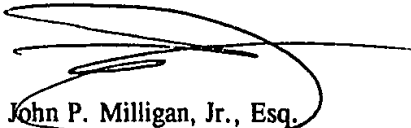
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RE: INCORPORATION PAPERS FOR M.I.P CENTER, INC.

Dear Sir/Madam:

Please bring this to the Secretary of State for incorporation and when you have the papers back, please fax them to us immediately the same day at (941) 275-6626 and return them by your courier service A.S.A.P.

Very truly yours,


John P. Milligan, Jr., Esq.

JPM/ks

Enclosures

FILED
97 APR - 7 PM 1:15
97 APR - 7 PM 12:50
RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4/7

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1500 Colonial Boulevard
Fort Myers, Florida 33907

April 2, 1997

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, Florida 32314

RE: INCORPORATION OF M.I.P CENTER, INC.

Gentlemen:

Enclosed please find a check in the amount of \$122.50 to cover the cost of filing and certifying the enclosed Articles of Incorporation in regards to M.I.P CENTER, INC.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,



John P. Milligan, Jr., Esq.

JPM/fks

Enclosure

FILED
97 APR - 7 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
M.I.P. CENTER, INC.**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

M.I.P. CENTER, INC.

The address of the principal office of this corporation shall be 1500 Colonial Boulevard, Suite 103, Fort Myers, Florida 33907 and the mailing address of the corporation shall be 1500 Colonial Blvd., Suite 103, Fort Myers, Florida 33907

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 1500 Colonial Blvd., Suite 103, Fort Myers, Florida 33907, and the name of the initial registered agent of the corporation is John P. Milligan, Jr.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII - DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have **two (2)** Directors, initially. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one nor more than five. The name and street address of the initial members of the Board of Directors are:

Carol Fulton
11/18 Schonlatern Gasse A-1010
Vienna, Austria

Warren Fulton
11/18 Schonlatern Gasse A-1010
Vienna, Austria

ARTICLE VIII - INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation is:

John P. Milligan, Jr.
1500 Colonial Blvd.
Fort Myers, Florida 33907


JOHN P. MILLIGAN, JR.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

John P. Milligan, Jr., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.


JOHN P. MILLIGAN, JR.

FILED
97 APR -7 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA