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Gary D. Grunder
Attorney at Law, P.A.
1025-5 North Main Street
P. O. Box 727
High Springs, Florida 32655
Telephone (904) 454-1298
Fax (904) 454-7496

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 21 PM 12:52

April 18, 1997

Secretary of State
Division of Corporations
New Filings Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Mann D Co, Inc.

400002149114--3
-04/21/97--01106--007
*****78.75 *****78.75

Dear Corporate Filing Representative:

Enclosed are the following documents relating to the incorporation of Mann D Co, Inc.:

- (1) Articles of Incorporation for Mann D Co, Inc., signed by the incorporators of the corporation;
- (2) Acceptance of Registered Agent, signed by the registered agent of the corporation; and
- (3) a check in the amount of \$78.75 for filing the Articles of Incorporation (\$35.00), filing the Acceptance of Resident Agent (\$35.00), and for issuance of a Certificate of Status for the corporation (\$8.75).

Please file the Articles of Incorporation and forward a Certificate of Status to me.

Please contact me if you have any questions regarding the enclosed documents. Thank you for your attention to this matter.

Sincerely,


Thomas G. DePeter

Enclosures

D. BROWN APR 23 1997.

**ARTICLES OF INCORPORATION
OF
MANN D CO, INC.**

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The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be Mann D Co, Inc.

**ARTICLE II
PURPOSE**

The purpose of the corporation shall be to engage in the business of marketing and sales. The corporation may own real property and undertake any other lawful activity in the furtherance of the purposes set forth.

**ARTICLE III
PRINCIPAL OFFICE**

The principal place of business address of this corporation shall be 9930 NE 7th Court, Branford, Florida 32008, and the mailing address of the corporation shall be the same.

**ARTICLE IV
CAPITAL STOCK**

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

**ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS**

The initial registered agent of the corporation is Donerl B. Mann, and the initial registered office of the corporation is 9930 NE 7th Court, Branford, Florida 32008.

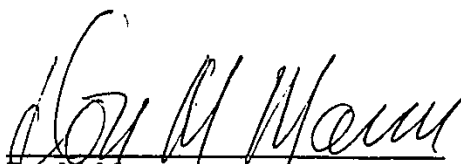
**ARTICLE VI
INCORPORATORS**


The incorporators of the corporation are Don M. Mann, whose address is Route 1, Box 609, Ft. White, Florida 32038, and Donaerl B. Mann, whose address is Route 1, Box 609, Ft. White, Florida 32038.

**ARTICLE VII
DIRECTORS**

The initial director of the corporation is Donaerl B. Mann, whose address is Route 1, Box 609, Ft. White, Florida 32038. The number of directors may be raised or lowered by amendment of the bylaws of the corporation but in no case shall be less than one.

Dated this 18 day of April, 1997.

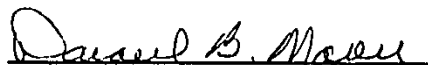

Don M. Mann
Incorporator


Donaerl B. Mann
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Mann D Co, Inc. at the place designated in the Articles of Incorporation, 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 am familiar with and accept the duties and responsibilities as registered agent for Mann D Co, Inc.

Dated this 18 day of April, 1997.


Donaerl B. Mann
Registered Agent

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