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MARK R. WHITTAKER
HAMMONS & WHITTAKER, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
17 WEST CERVANTES STREET
PENSACOLA, FLORIDA 32501

(904)434-1060 FAX (904)434-3597

May 21, 1997

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Re: Mathanal, Inc.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Corporation. Also enclosed is our firms check in the amount of \$122.50, representing payment of the following:

| | |
|-----------------------|---------|
| Filing Fee: | \$35.00 |
| Certified Copy Fee: | \$52.50 |
| Registered Agent Fee: | \$35.00 |

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Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your courtesies in this matter.

Very truly yours,



MARK R. WHITTAKER

MRW/caz

FILED
97 MAY 23 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 27 1997

FILED

97 MAY 23 AM 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MATHANAL, INC.

ARTICLE I. CORPORATE NAME

The name of this corporation is Mathanal, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence and shall commence on the date of filing and acknowledgment of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered office and the principal office of this Corporation and the mailing address of the corporation's principal office in the State of Florida shall be: Bernard A. Asner, Jr., 8271 Navarre Parkway, Navarre, FL 32566

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. INITIAL DIRECTOR

The name of the initial director of this Corporation and his street address is: Bernard A. Asner, Jr., 8271 Navarre Parkway, Navarre, FL 32566.

The person named as the initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

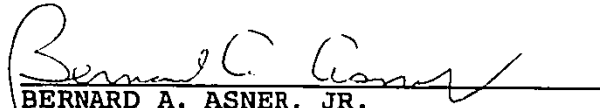
ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is: Bernard A. Asner, Jr., 8271 Navarre Parkway, Navarre, FL 32566.

ARTICLE IX. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on May 20, 1997.


BERNARD A. ASNER, JR.

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 20th day of May, 1997 by BERNARD A. ASNER, JR., who produced _____ as identification and who did take an oath.

CLARA ZORNES, NOTARY PUBLIC
My Commission Expires:

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, 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: Mathanal, Inc.
2. The name and address of the registered agent and office is:

Bernard A. Asner, Jr.
8271 Navarre Parkway
Navarre, FL 32566

Signature Bernard A. Asner
Title: President/Incorporator/Registered Agent
Date May 20, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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 THE 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.

Signature Bernard A. Asner
Date May 20, 1997

FILED
97 MAY 23 AM 8:49
TALLAHASSEE, FLORIDA