

Charter Number Only

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-06/16/97--01027--025
****122.50 ****122.50

Investor's Name
Address
City State ZIP Phone

FLORIDA ONLY

CORPORATION(S) NAME

Manfred, Inc.

97 JUN 18 PM 12:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail | | |

97 JUN 16 AM 10:27
RECEIVED
DIVISION OF CORPORATION

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

2097-14011

CERTIFIED COPY



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 16, 1997

EMPIRE

MIAMI, FL

SUBJECT: MANFRED, INC.
Ref. Number: W97000014011

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

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 397A00032082

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1997

Page 1

ARTICLES OF INCORPORATION
OF
MANFREDONIA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this corporation is MANFREDONIA, INC.

ARTICLE 2 - DURATION

This corporation shall have perpetual existence.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or of the State, more specifically set out as follows:

1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with an auxiliary foregoing business.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of "no par value" common stock which shall be designated "Common Voting Stock".

ARTICLE 5 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as that which he already hold, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 6 - INITIAL REGISTERED OFFICE and AGENT

The street address of the initial registered office of this corporation is 721 US Hwy One Ste 119 North Palm Beach FL 33408, and the name of the initial registered agent is Dr. SJ Manfredonia. The principal place of business is 721 US Hwy One Ste.119, North Palm Beach, FL 33408.

ARTICLE 7 - INITIAL BOARD OF DIRECTORS

This corporation shall have (3) Directors consisting the initial Board of Directors. The name & address of the Board of Directors shall consist of the following:

<u>Name</u>	<u>Address</u>
Dr. SJ Manfredonia	721 US Hwy One Ste 119 North Palm Beach FL 33408
Concetta D. Manfredonia	230 Celestial Way Juno Beach, FL 33408
Jeannette Youngblood	230 Celestial Way Juno Beach, FL 33408

ARTICLE 8 - INCORPORATORS

The name and address of the persons signing these Articles of Incorporation is SJ Manfredonia, Trustee of Manfredonia Family Trust of 721 US Hwy One Ste 119, North Palm Beach, FL 33408.

ARTICLE 9 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, and the Shareholders.

ARTICLE 10 - INDEMNIFICATION

This corporation shall indemnify an officer or director or a former officer or director to the fullest extent permitted by law.

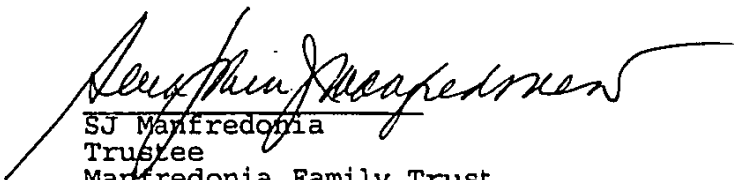
ARTICLE 11 - POWERS

This corporation shall have all the powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of June, 1997.

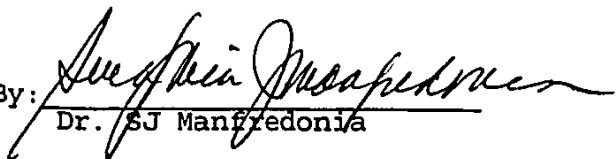

SJ Manfredonia
Trustee
Manfredonia Family Trust
721 US Hwy One
Ste 119
North Palm Beach FL 33408

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ACCEPTANCE BY REGISTERED AGENT

MANFREDONIA, INC.

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.

By: 
Dr. SJ Manfredonia

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TALLAHASSEE FLORIDA