

p97000054249



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 434320 4313196

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 19, 1997

ORDER TIME : 10:29 AM

ORDER NO. : 434320-005

CUSTOMER NO: 4313196

CUSTOMER: Mr. Lawrence Y. Leonard
MOSS, HENDERSON ET AL.

817 Beachland Blvd. Bx 3406

Vero Beach, FL 32964

900002217049--3
-06/19/97--01043--012
****122.50 ****122.50

DOMESTIC FILING

NAME: M.J.T. HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons

EXAMINER'S INITIALS:

97 JUN 19 PM 1:28
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 19 AM 11:31
DIVISION OF CORPORATION

64 JUN 19 1997

**ARTICLES OF INCORPORATION
OF
M.J.T. HOLDINGS, INC.**

FILED
97 JUN 19 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: M.J.T. HOLDINGS, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares, Class A common stock \$1.00 par value (voting) and 1,000 shares, Class B common stock (nonvoting) of \$1.00 par value common stock.

ARTICLE V

QUORUM FOR STOCKHOLDERS MEETING

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida, 32963, and the name of the initial registered agent of this corporation is Lawrence Y. Leonard, Attorney, whose street and mailing address is 817 Beachland Boulevard, Vero Beach, Florida 32963.

The principal place of business and mailing address of the corporation shall be 700 20th Street, Vero Beach, Florida 32963.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Keith H. Morgan, Jr.	700 20th Street Vero Beach, Florida 32963
Casper J. Jacoby, IV	700 20th Street Vero Beach, Florida 32963
Andrea B. Thurn	700 20th Street Vero Beach, Florida 32963

ARTICLE VIII

INCORPORATORS

The name and address of the corporation's incorporator is:

Lawrence Y. Leonard, Esquire
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE IX

RESTRICTIONS ON TRANSFER OF CAPITAL STOCK

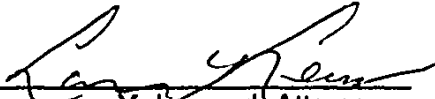
Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.


IN WITNESS WHEREOF, I have subscribed my hand this 17th, JUNE, 1997.

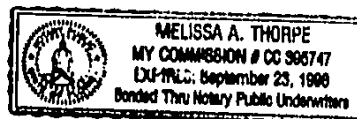

Lawrence Y. Leonard, Attorney
Incorporator and
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 17th day of JUNE, 1997, by Lawrence Y. Leonard who is personally known to me.

(Notarial Stamp)


NOTARY PUBLIC
Name
State of Florida
My Commission No:
My Commission Expires:



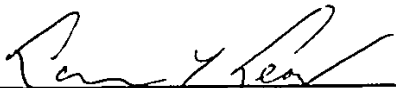
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **M.J.T. HOLDINGS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Lawrence Y. Leonard, Attorney, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Lawrence Y. Leonard
Attorney

(C:\DATA\MORGAN\ARTICLES.MJT)

JUL 19 PM 1:23
TALLAHASSEE, FLORIDA