

P97000065943



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 478151 4304045

AUTHORIZATION :

Patricia P. Kite

COST LIMIT : \$ 70.00

ORDER DATE : July 29, 1997

ORDER TIME : 11:26 AM

ORDER NO. : 478151-005

CUSTOMER NO: 4304045

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CUSTOMER: Bobbie J. Morrow, Legal Asst  
ARNALL GOLDEN & GREGORY

2800 One Atlantic Center  
1201 West Peachtree St.  
Atlanta, GA 30309-3450

DOMESTIC FILING

NAME: MPBCM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED  
97 JUL 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUL 30 PM 1:10  
DIVISION OF CORPORATION

SN .1111 30 1997.

**ARTICLES OF INCORPORATION  
OF  
MPBCM, INC.**

**FILED**  
97 JUL 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the provisions of the Florida Business Corporation Act.

**FIRST:** The corporate name for the corporation (hereinafter called the "Corporation") is "MPBCM, INC.".

**SECOND:** The street address, wherever located, of the principle place of the corporation is 511 Gordonia Road, Naples, Florida 34108.

**THIRD:** The corporation has authority to issues ten thousand (10,000) shares of capital stock all are without par value per share, and which shall be designated as "Common Stock". Such shares have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

**FOURTH:** The initial registered office of the corporation is 511 Gordonia Road, Naples, Florida 34108. The initial registered agent of the corporation at such office is Alan D. Parrish.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**FIFTH:** The name and address of the incorporator is:

Alan D. Parrish  
511 Gordon Road  
Naples, Florida 34108

**SIXTH:** Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire an share of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any right or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for , or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, granted by the Board of Directors, as the case may be to such individuals and entities, and for such lawful consideration, and on such, terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

**SEVENTH:** The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporation may be organized under the Florida Business Corporation Act, are as follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.


NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall begin on upon filing of the Articles of Incorporation.

Signed on 18 day of July, 1997

  
Alan D. Parrish, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these 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 I am familiar with and accept the obligations of my position as registered agent.

By:   
Alan D. Parrish

Date: July 18, 1997

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97 JUL 30 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA