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July 28, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****122.50 *****122.50

Re: Mac Phan, Inc.

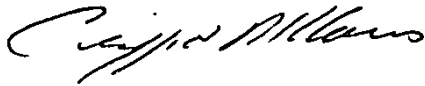
Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for Mac Phan, Inc. Also enclosed is our check in the sum of \$122.50 to cover the following:

Filing of Articles of Incorporation:	\$ 35.00
Filing Designation of Resident Agent:	35.00
Certified Copy of Articles:	<u>52.50</u>
Total enclosed:	\$ 122.50

Thank you for your assistance in processing these articles.

Sincerely,



Clifford R. Klaus

CRK:pc
Enc.

FILED
97 AUG -4 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 8/6/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MAC PHAN, INC.

ARTICLE ONE - NAME

The name of this corporation shall be MAC PHAN, INC.

ARTICLE TWO - DURATION

This corporation shall exist perpetually.

ARTICLE THREE - PURPOSE

This corporation may engage in any activity or business permitted under the Laws of the United States and the State of Florida, except that it shall not conduct business as a banking, safe-deposit, trust, insurance, express, railroad, canal, telephone, telegraph or cemetery company, building and loan association, mutual fire insurance company, cooperative association, fraternal society, or state fair or exposition.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock, which shall be money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares, and their determination, made in good faith, and shall be final and conclusive as to such value.

ARTICLE FIVE - INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial office of this corporation is 5528 20th Street West, Bradenton, Florida, and the name of the initial registered agent at that address is PATRICIA EDGINGTON, 5528 20th Street West, Bradenton, Florida.

ARTICLE SIX - BOARD OF DIRECTORS

The business of this corporation shall be conducted by Board of Directors, which shall consist of two members, who need not be a resident of the State of Florida or shareholders of the Corporation.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

The name and addresses of the persons who shall serve a director until the first annual meeting of the shareholders, or until their successors have been elected and qualified is as follows: JOHN MacDONALD, 220 Donohoe Street, Palo Alto, California 94303 and PATRICIA EDGINGTON, 5528 20th Street West, Bradenton, Florida.

ARTICLE EIGHT - INITIAL INCORPORATORS

The name and address of the person signing these Articles of Incorporation as initial incorporator and subscriber is: JOHN MacDONALD, 220 Donohoe Street, Palo Alto, California 94303.

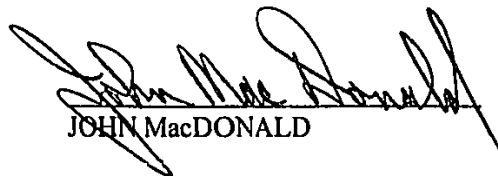
ARTICLE NINE - DATE OF CORPORATE EXISTENCE

The date and time of the commencement of the existence of this corporation shall be as of the date of the filing of these Articles of Incorporation.

ARTICLE TEN - 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 to conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of July, 1997.


JOHN MacDONALD

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, JOHN MacDONALD, personally appeared, known to me and known by me as the person, who executed the foregoing Articles of Incorporation, or who has produced California Driver's License as identification and who did/did not take an oath, and he acknowledged before me that he executed the same.

Constancia R. Brown
Notary Public

OFFICIAL NOTARY SEAL
 CONSTANCE R. MCROSS
 NOTARY PUBLIC, STATE OF FLORIDA
 COMMISSION NO. 107643
 MY COMMISSION EXPIRES 12.2000

MAC PHAN, INC.

Patricia Edgington
PATRICIA EDGINGTON
5528 20th Street West
Bradenton, Florida

FILED
97 AUG -4 AM 10:33
SEBASTIAN COUNTY
TALLAHASSEE, FLORIDA