

P9700.00080219

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

August 29, 1997

Dear Dept. Of State,

Please find enclosed Articles of Incorporation for Marcon Development Corp. and a check in the amount of \$122.50 to cover the cost of incorporation.

I look forward to receiving my corporate registration as soon as possible.

Sincerely,

  
Ernest D. Papadoyianis

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\*\*\*\*122.50 \*\*\*\*122.50

W97-20375

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 4, 1997

**ERNEST D. PAPDOYIANIS**  
224 N.E. 24TH COURT  
BOCA RATON, FL 33431

**SUBJECT: MARCON DEVELOPMENT CORP.**  
Ref. Number: W97000020375

We have received your document for MARCON DEVELOPMENT CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of 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 (850) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 797A00044162

Florida Dept. of State  
Division of Corporations  
Attn: Ms. Agnes Lunt  
P.O. Box 6327  
Tallahassee, FL 32314

September 8, 1997

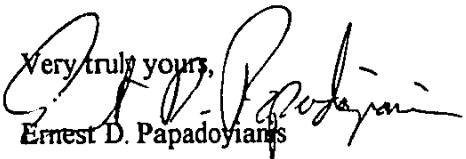
Dear Ms. Lunt,

Please find enclosed the revised Articles of Incorporation on Marcon Development Corporation for filing. The change you requested in your attached letter has been added to Article V. The address and phone number for contact during business hours is the following:

**Ernest D. Papadoyianis**  
**224 NE 24th Court**  
**Boca Raton, FL 33431**  
**561-395-5397 office**  
**561-395-1776 fax**

Your attention to this filing is greatly appreciated.

Very truly yours,

  
Ernest D. Papadoyianis

**ARTICLES OF INCORPORATION**  
**OF**

**MARCON DEVELOPMENT CORP.**

The undersigned subscriber[s] to these Articles of Incorporation, natural person[s], competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I- CORPORATE NAME**

The name of the corporation is:

**MARCON DEVELOPMENT CORP.**

**ARTICLE II - DURATION**

The corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue Ten Thousand [10,000] shares of One Dollar[s] [\$1.00] par value Common Stock, which shall be designated "Common Shares".

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The principal office address and the Registered Office address are the same. The name and street address of the Initial Registered Agent and Office of this Corporation is:

**NAME:** **ERNEST D. PAPADOYIANIS**

**ADDRESS:** **224 N.E. 24TH COURT**

**CITY:** **BOCA RATON, FLORIDA 33431**

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The corporation shall have ONE [1] director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one [1]. The names and

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

addresses of the initial directors of the corporation are as follows:

Name: ERNEST D. PAPADOYIANIS  
Address: 224 N.E. 24th Court  
City: BOCA RATON, Florida 33431  
=====

1. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.
2. The stockholders may, pursuant to the By-Law provision or by stockholders agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrances of stock of this corporation as they may see fit.
3. The Board of Directors of this corporation shall adopt By-Laws for the government of this corporation which shall be subordinate only to the certificate of incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended from time to time by either the stockholders or the Board of Directors, but the Board of Directors may not alter or amend any By-Law adopted by the stockholders.
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of the meeting unless he shall make objection at that meeting to any defect or insufficiency of notice.
5. If the By-Laws so provide, any action of the stockholders or Board of Directors which is required or permitted to be taken at a meeting may be taken without a meeting, in the manner provided in the By-Laws, to the extent now or thereafter to be permitted under statutes and laws of the State of Florida.
6. If the By-Laws so provide, any stockholder of this corporation, to the extent now or thereafter permitted pursuant to the By-Laws of this corporation and the statutes and laws of the State of Florida, may enter into any written agreement relating to any phase of the affairs of this corporation. No such agreement shall impose directors' or stockholders' liabilities upon the stockholders who are parties thereto except to the extent required by the Statutes and laws of the State of Florida.
7. The Board of Directors of this corporation is authorized to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of this corporation may also serve in any other capacity and receive

compensation therefor in any form.

8. The corporation shall indemnify any director, officer, or employee, or former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any officer, director, or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter of controversy [whether or not a quorum] that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under By-Law, agreement vote of shareholders or otherwise.

#### ARTICLE IX - INCORPORATORS

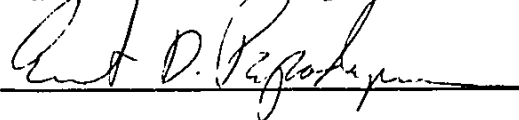
The name of the person[s] signing these Articles of Incorporation are as follows:

NAME: ERNEST D. PAPADOYIANIS

ADDRESS: 224 N.E. 24TH COURT

CITY: BOCA RATON, FLORIDA 33431

IN WITNESS WHEREOF, The undersigned subscriber[s] have executed these Articles of Incorporation this 29th Day of AUGUST 1997.

 [Seal]

\_\_\_\_\_ [Seal]

STATE OF FLORIDA                    )  
  SS  
COUNTY OF                   PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

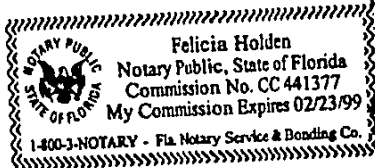
ERNEST D. PAPADOYIANIS

known to me and known to be the person[s] who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have affixed my hand and seal, in the State and County aforesaid,

this 29<sup>th</sup> day of August 1997

( Notary Seal )



Felicia Holden  
Notary Public of Florida at Large)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

**MARCON DEVELOPMENT CORP.**  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

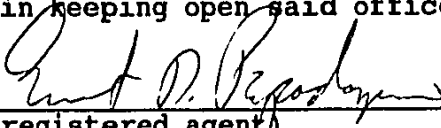
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

224 N.E. 24th Court  
BOCA RATON, Florida 33431

has named **ERNEST D. PAPADOYIANIS**  
located at the aforesaid address, as its Registered Agent to accept service of process within the state.

**ACKNOWLEDGEMENT**

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

  
(registered agent)