

JAMES MANCUSO & ASSOCIATES, P.A.

555 WINDERLEY PLACE
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MAITLAND, FLORIDA 32751

407-661-1913
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P97000081032

September 9, 1997

Department of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

600002296066--4
-09/17/97--01101--009
****122.50 ****122.50

Re: McRc Corporation

Dear Sir/Madam:

I have enclosed the original and a copy of the articles of incorporation for the above referenced corporation and a check for \$122.50 made payable to the Department of State.

Please file the articles and return a certificate of filing and a stamped copy to me.

Sincerely,

James Mancuso
James Mancuso

JMM:mrt
Enclosures

FILED
97 SEP 17 PM 12:50
TALLAHASSEE, FLORIDA

9/18/97

ARTICLES OF INCORPORATION
OF
McRc CORPORATION

FILED
97 SEP 17 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statute 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I
NAME

The name of the corporation is McRc Corporation.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other country, state, territory, or nation.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 704 Westwood Lane, Brandon, Florida 33511.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 5000 shares having a par value of one dollar (\$1.00) per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS

The initial street address of the corporation's registered office is 704 Westwood Lane, Brandon, Florida. The initial registered agent for the corporation at that address is Richard E. Rhodes.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of one member. The name and address of the person who will serve on the initial board of directors is:

Richard E. Rhodes 704 Westwood Lane, Brandon, Florida 33511

The manner in which the directors shall be appointed shall be as stated in the bylaws.

ARTICLE VIII
SPECIAL PROVISION


It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator to these articles of incorporation is:

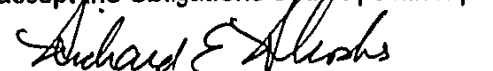
Richard E. Rhodes 704 Westwood Lane, Brandon, Florida 33511

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11 day of September, 1997.


Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the articles of incorporation, I hereby accept the appointment as registered agent and agree to act in that 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 that position pursuant to Florida Statutes 607.0501(3).


Registered Agent Date

FILED
97 SEP 17 PM 12:50
SECR
TALLAHASSEE, FLORIDA