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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: BARRON, REDDING, HUGHES, FITE, BASSETT & FEN  
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NAME: CORMATAY, INC.

AUDIT NUMBER.....H97000016174

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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Fax Audit No. H97 000016174

ARTICLES OF INCORPORATION  
OF  
CORMATAY, INC.

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Cormatay, Inc..

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 108 Mosley Drive, Lynn Haven, FL 32444, and the name of the initial registered agent is

THIS INSTRUMENT PREPARED BY:  
Albert J. Stopka, III, Esq.  
Fla. Bar No. 999067  
Barron, Redding, Hughes, Fite,  
Bassett, Fansom & Sanborn, P.A.  
220 McKenzie Avenue  
P.O. Box 2467  
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(904) 785-7454

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JANUARY 10 1998

FAX AUDIT NO. H97000016174

Albert J. Stopka, III, Esq., whose address is 220 McKenzie Avenue,  
Panama City, FL 32405.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

FAX AUDIT NO. H97000016174ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Shannon L. Stopka whose address is 2202 Andrews Road, Lynn Haven, Florida 32444.

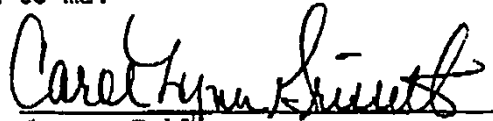
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of September, 1997.

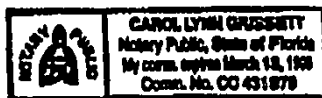
  
Shannon L. Stopka

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Cormatay, Inc., was acknowledged before me this 29th day of September, 1997, by Shannon L. Stopka, who is personally known to me.

(SEAL)

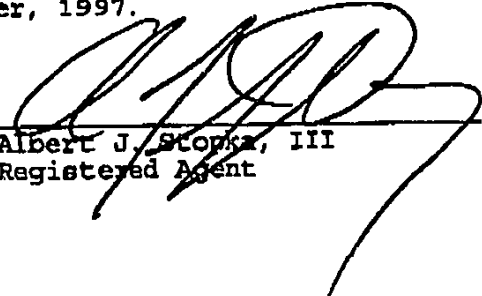
  
Notary Public



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF  
CORMATAY, INC.

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

Dated this 29th day of September, 1997.



Albert J. Stopka, III  
Registered Agent

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