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BOARD CERTIFIED
WILLS, TRUSTS &
ESTATES LAWYER

October 1, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002312765--2
-10/06/97--01118--013
*****70.00 *****70.00

RE: MICANOPY HOLDINGS, INC.

Enclosed are the original Articles of Incorporation for the above named proposed Florida corporation.

Also enclosed is a check in the amount of \$70.00 representing the fees for filing and Designation of Resident Agent.

Thank you for your assistance in this matter.

Very truly yours,


DAVID P. JOHNSON

Enclosure
cc: Leo Canton
DPJ:mhh

FILED
97 OCT -6 AM 11:39
STATE
TALLAHASSEE, FLORIDA

mc 10/7/97

FILED

97 OCT -6 AM 11: 39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MICANOPY HOLDINGS, INC.**

In compliance with the requirements of F.S. Chapter 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

The name of the corporation ("Corporation") is MICANOPY HOLDINGS, INC.

ARTICLE II

The address of the principal office of the Corporation is 7432 Sunshine Skyway Lane South, Unit D-201, St. Petersburg, Florida 33711. The mailing address of the Corporation is 7432 Sunshine Skyway Lane South, Unit D-201, St. Petersburg, Florida 33711.

ARTICLE III

The number of shares the Corporation is authorized to issue is Seven Thousand, Five Hundred, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV

The street address of the Corporation's initial registered office is 7432 Sunshine Skyway Lane South, Unit D-201, St. Petersburg, Florida 33711. The initial Registered Agent for the Corporation at that address is LEO CANTON.

ARTICLE V

The name and address of the person signing these Articles of Incorporation as Incorporator is:

Name

Leo Canton

Address

7432 Sunshine Skyway Lane South
Unit D-201
St. Petersburg, Florida 33711

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this ____ day of _____, 1997.



LEO CANTON

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MICANOPY HOLDINGS, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Date: _____



LEO CANTON

Corpform\micanopy

FILED
97 OCT -6 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA