

COVER LETTER FOR ARTICLES OF INCORPORATION

P97000088062

FOR

MacKenzie House International, Inc.

Mark S. Pohlman
801 West Bay Drive
Suite 515
Largo, Florida 33770

October 6, 1997

Honorable Sandra Mortham
Secretary of State
State of Florida

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-10/10/97--01037--001
*****70.00 *****70.00

Dear Mrs. Mortham:

Enclosed you will find the Articles of Incorporation for MacKenzie House International, Inc. In addition, you will find a check for \$70.00 (seventy dollars) to cover filing fees.

The return address for acknowledgment of acceptance of these Articles is at the office of the Incorporator: Mark S. Pohlman
801 West Bay Drive
Suite 515
Largo, FL 33770

If there are any questions, additional information, or requirements needed for filing, please contact Mark S. Pohlman.

Respectfully,

Mark S Pohlman

Mark S. Pohlman

FILED
97 OCT 10 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Sandra Mortham
10/10/97*

ARTICLES OF INCORPORATION
OF
MacKenzie House International, Inc.

FILED
97 OCT 10 AM 11:03
SECRET
TALLAHASSEE, FLORIDA

I, the undersigned, acting as the Incorporator of a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLES I. NAME

The name of this corporation is MacKenzie House International, Inc. The principle location of the corporation is: 1335 Pierce Street, Clearwater, FL 34616.

ARTICLE II. DURATION

The duration of the corporation shall be perpetual, and its corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The purposes for which this corporation is formed are to engage in any lawful act or activity of business for which corporations may be incorporated pursuant to law.

ARTICLE IV. SHARES

The aggregate number of shares which the corporation shall have authority to issue is 100 nonassessable, have a par value of \$1.00 (one-dollar) per share.

Without derogation to any other power to purchase shares of the corporations permitted by law, the corporation, by action of the Board of Directors may purchase or redeem outstanding shares as permitted by its bylaws or agreement entered into by its shareholders.

ARTICLE V. REGISTERED OFFICE

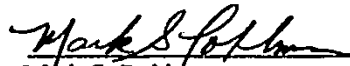
The Registered Office of the corporation shall be: 1335 Pierce Street, Clearwater, FL 34616.

ARTICLE VI. APPOINTMENT OF REGISTERED AGENT

APPOINTMENT: Mark S. Pohlman, 801 West Bay Drive, Suite 515, Largo, Florida 33770 is hereby appointed as the Registered Agent at the Registered Office of the corporation.

ACCEPTANCE: I hereby accept my appointment as the Registered Agent of MacKenzie House International, Inc., Inc. on whom process and other notice may be served. I am familiar with Florida Stat. Ann. Sec. 607.325.

Date 10-6-97


Mark S. Pohlman
801 West Bat Drive
Suite 515
Largo, Florida 33770


ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors composing the Initial Board of Directors is (1). The name and address of the member of the Initial Board of Directors is:

D. Scott MacKenzie
1335 Pierce Street
Clearwater, FL 34616

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is: Mark S. Pohlman, 801 West Bay Drive, Suite 515, Largo, Florida 33770.


Mark S. Pohlman
Incorporator

FILED
97 OCT 10 AM 11:03
TALLAHASSEE, FLORIDA
STATE

ACKNOWLEDGMENT

COUNTY OF PINELLAS)

STATE OF FLORIDA)

Before me, a Notary Public in and for the County and state aforesaid, personally appeared Mark S. Pohlman, Incorporator of MacKenzie House International, Inc., who acknowledged that he signed the forgoing Articles of Incorporation with his free act and deed on this 6 day of Oct. 1997.

Lu Wanda C Brooks
NOTARY PUBLIC

My commission expires:



FILED
97 OCT 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA