



ACCOUNT NO. : 072100000032

REFERENCE : 601233 82378A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 14, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 601233-005

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
J. MICHAEL ROONEY, ESQ

P. O. Box 510400

Punta Gorda, FL 33951-0400

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-11/14/97--01044--043
*****70.00 *****70.00

DOMESTIC FILING

NAME: MIRACLES, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 1:05

RECEIVED
97 NOV 14 AM 11:29
DIVISION OF CORPORATIONS

JOHN S. DZURAK
ATTORNEY AT LAW
Certified Circuit Civil Mediator
306 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 1:05

Mailing Address:
Post Office Box 400
Punta Gorda, Florida 33951-0400

Phone: (941) 639-3171
Fax: (941) 639-3634

November 13, 1997

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

Re: MIRACLES, INC.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for MIRACLES, INC.

Also enclosed is a check in the amount of \$70.00 with regards to the following:

\$35.00 - Filing fee.

\$35.00 - Fee for Resident Agent.

Please note that the resident agent is designated in the Articles of Incorporation.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,


JOHN S. DZURAK

JSD:dmm
enclosure
xc: Lena C. Mullins

ARTICLES OF INCORPORATION
OF
MIRACLES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 1:05

I, the undersigned, **JUDY A. MARTIN**, do hereby create and sign these Articles, as Incorporator, for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

MIRACLES, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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 or she 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.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 675 Tamiami Trail, Unit 3, Port Charlotte, Florida 33953; and the name of its initial Registered Agent is **JUDY A. MARTIN**, whose mailing address is 675 Tamiami Trail, Unit 3, Port Charlotte, Florida 33953. The mailing address of the corporation is 675 Tamiami Trail, Unit 3, Port Charlotte, Florida 33953.

I hereby accept designation as Resident Registered Agent, act in this capacity, and to agree to comply with the provisions of said act relative to keeping open said office.

Dated: November 13, 1997


JUDY A. MARTIN

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such

resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

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).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LENA C. MULLINS	675 Tamiami Trail, Unit 3 Port Charlotte, Florida 33953
JUDY A. MARTIN	675 Tamiami Trail, Unit 3 Port Charlotte, Florida 33953

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **LENA C. MULLINS**, and the first Secretary/Treasurer shall be **JUDY A. MARTIN**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
LENA C. MULLINS	675 Tamiami Trail, Unit 3 Port Charlotte, FL 33953	50	\$ 500.00
JUDY A. MARTIN	675 Tamiami Trail, Unit 3 Port Charlotte, FL 33953	50	\$ 500.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

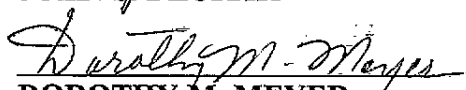
Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of November, 1997.


JOHN S. DZURAK


DOROTHY M. MEYER

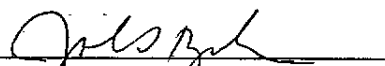

JUDY A. MARTIN, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 1:05

STATE OF FLORIDA
COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 13th day of November, 1997, by JUDY A. MARTIN, Incorporator, who is personally known to me, or who has produced known to me JM as identification.

My commission expires:


JOHN S. DZURAK, Notary Public,
State of Florida at Large

