

01/05/98 12:28 850 769 6121

F. HARRISON

001/005

P9800000766
HARRISON, SALE, MCCOY, THOMPSON & HARRISON

CHARTERED

ATTORNEYS & COUNSELLORS AT LAW

304 Magnolia Avenue
Post Office Drawer 1579
Panama City, Florida 32402
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TELECOPY COVER SHEET

TO: Division of Corporations
Telefax Number: 850-922-4001
FROM: Franklin R. Harrison
DATE: January 5, 1998 12:16pm
RE: Menger Associates, Inc.
MESSAGE: Sorry - couldn't get cover sheet to print

FILED
98 JAN -5 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT #: 076630000526
CORP NAME: MENDER ASSOCIATES, INC.
AUDIT #: H98000000133
DOC TYPE: FLORIDA PROFIT CORPORATION OR P.A.

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PAGES 4
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ARTICLES OF INCORPORATION
OF
MENDER ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is MENDER ASSOCIATES, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, each share having the par value of \$1.00 per share.

Franklin R. Harrison
Florida Bar # 142350
Harrison, Sale, McCloy &
Thompson
P.O. Box 1579
Panama City, Florida 32402
(904) 769-3434

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ARTICLE V - INITIAL REGISTEREDOFFICE AND AGENT

The street address of the initial principal office of this corporation is: 102 South 39th Street, Mexico Beach, Florida 32410, and the name of the initial registered agent of this corporation is Franklin R. Harrison, Esquire, at 304 Magnolia Avenue, Panama City, Florida 32401.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

John H. Menger, 1404 W. Park Lane, Callaway, Florida 32404

Donna J. Menger, 1404 W. Park Lane, Callaway, Florida 32404

Thomas Menger, 102 South 39th Street, Mexico Beach, Florida 32410

Anita L. Menger, 102 South 39th Street, Mexico Beach, Florida 32410

ARTICLE VII - INCORPORATORS

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

Franklin R. Harrison, 304 Magnolia Avenue, Panama City, Florida 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 5th day of January, 1998.


FRANKLIN R. HARRISON

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01/05/98 12:30 850 769 6121

F. HARRISON

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STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 5th day of January, 1998, by Franklin R. Harrison, who is personally known to me.

Christina G. Jacquay
Notary Public - State of Florida



Christina G. Jacquay
MY COMMISSION # CC571608 EXPIRES
October 8, 2000
BONDED THRU TROY FAH INSURANCE, INC.

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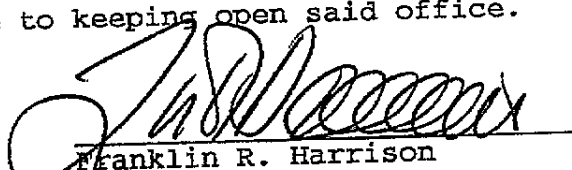
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said act:

First, that MENDER ASSOCIATES, INC., a corporation for profit,
desiring to organize under the laws of the State of Florida, with
its principal office, as indicated in the Articles of
Incorporation, at 102 South 39th Street, Mexico Beach, Florida, has
named Franklin R. Harrison, Esquire, located at 304 Magnolia
Avenue, Panama City, Florida 32401, as its agent to accept service
of process within this state.

ACKNOWLEDGEMENT:

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


Franklin R. Harrison
Registered Agent

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