



098000003553

ACCOUNT NO. : 072100000032

REFERENCE : 661808 155222A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 8, 1998

ORDER TIME : 10:44 AM

ORDER NO. : 661808-005

CUSTOMER NO: 155222A

700002393867--6
-01/08/98-01056-021
*****70.00 *****70.00

CUSTOMER: Adron Walker, Esq
BARNES WALKER, CHARTERED

3119 Manatee Avenue, West

Bradenton, FL 34205

DOMESTIC FILING

NAME: MIKE CARTER II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -8 PM 12:31

RECEIVED
98 JAN -8 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
W98-488
DMC
1-8-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MIKE CARTER II, INC.
Ref. Number: W98000000488

RECEIVED
98 JAN 13 AM 10:49
DIVISION OF CORPORATION
RESUBMIT
Please give original
submission date as file date.

We have received your document for MIKE CARTER II, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 598A00001087

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -8 PM 12:31

Mike Carter I, Inc.
1227 9th Avenue West
Bradenton, Florida 34205
(941) 745-1700

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -8 PM 12:31

VIA OVERNIGHT DELIVERY

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Mike Carter II, Inc.

Dear Sirs:

Mike Carter I, Inc., does hereby consent to the incorporation of Mike Carter II, Inc., by Adron H. Walker who is our attorney and incorporating Mike Carter II, Inc., at our direction.

Sincerely yours,


Michael M. Carter, President

ARTICLES OF INCORPORATION

OF

MIKE CARTER II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN -8 PM 12:31

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be **MIKE CARTER II, INC.**, and its initial mailing address shall be 1227 9th Avenue West, Bradenton, Florida 34205. The initial address of the Corporation's principal office shall be 1227 9th Avenue West, Bradenton, Florida 34205.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

A. The aggregate number of shares of common stock that this Corporation is authorized to have outstanding at any one time shall be 2,000,000 shares, divided into two classes. The designation of each class, the par value per share for each class, the number of shares authorized for each class, and the voting rights of each class are as follows:

<u>Class</u>	<u>Par Value Per Share</u>	<u>Number of Shares Authorized</u>	<u>Voting Rights</u>
Class A Common Stock	1¢	1,000,000	Voting

Class B Common Stock	1¢	1,000,000	Non-Voting
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B. As indicated in Section A above, the only difference between the Class A and Class B Common Stock is that Class A Common Stock has voting rights and Class B Common Stock has no voting rights, except pursuant to Florida Statutes Section 607.1004(4), as from time to time amended. All other rights, privileges and benefits accruing to owners of each class of common stock are the same and are those given common stock under Florida law.

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the initial Registered Agent is Adron H. Walker, and the street address of the initial registered office of this Corporation is 3119 Manatee Avenue West, Bradenton, Florida 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

The name and address of each Incorporator of this Corporation is:

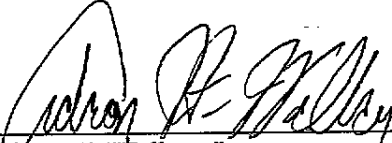
Adron H. Walker
3119 Manatee Avenue West
Bradenton, FL 34205

ARTICLE VII

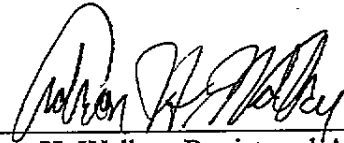
These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence on January 7, 1998, at 12:01 A.M.

 (SEAL)
Adron H. Walker, Incorporator

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.


Adron H. Walker, Registered Agent

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DIVISION OF CORPORATIONS
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