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OKEECHOBEE, FLORIDA 34972

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January 23, 1998

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-01/23/98-01037-014
*****70.00 *****70.00

Sandra B. Mortham, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: MARCO-Y-AMIGOS, INC.

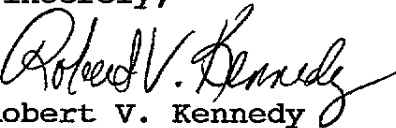
Gentlemen:

Enclosed herewith please find the fully executed Articles of Incorporation and Designated Registered Agent in reference to the above-named corporation, together with our check in the amount of \$70.00 to cover the filing fee.

Also, enclosed is an additional copy of the Articles with a self-addressed and stamped envelope for your convenience in returning a copy to us. Please file and return to this office at your earliest convenience.

Thank you in advance for your cooperation, I am

Sincerely,


Robert V. Kennedy

RVK:lw

Enclosures: as stated

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

MARCO-Y-AMIGOS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is: MARCO-Y-AMIGOS, INC.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. Buy, sell, own, lease, rent, let, real and personal property, including but not limited to, residential, commercial, agricultural and industrial property.

2. To hire employees, lease or purchase real property, enter into contracts, advertising, marketing, promotion, bank and borrow money and any other acts reasonable necessary to operate a rental business.

3. Conduct any other legal business activities.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The address of the initial registered office and principal address of the Corporation is: 690 N.W. 39th Circle, Okeechobee, Florida 34972 and whose mailing address is Rt. 6, Box 992, Okeechobee, Florida 34974 and the name of its initial resident agent is: Mark Hunter Pearce.

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ARTICLE VI

This Corporation shall have one (1) Officer and one (1) Director initially. The name and address of the initial Officer and Director who shall hold office for the first year of the Corporation or until their successors are elected or appointed are:

MARK HUNTER PEARCE
Director/President/Secretary
Rt. 6, Box 992
Okeechobee, Florida 34974

ARTICLE VII

Directors - Removal by Stockholders. The Stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE VIII

Directors - Indemnification. The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE IX

Stockholder's meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote eighty (80%) percent of the shares of the Corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE X

Directors Meetings. All of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of all of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the Incorporator is: Mark Hunter Pearce, Rt. 6, Box 992, Okeechobee, Florida 34974.

EXECUTED this 23 day of January, 1998.

Mark Hunter Pearce
MARK HUNTER PEARCE

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was subscribed and acknowledged before me this 23 day of January, 1998, by Mark Hunter Pearce, who is personally known to me.

Linda Wilson
LINDA WILSON
NOTARY PUBLIC
MY COMMISSION EXPIRES: 9/6/99
COMMISSION NO. CC 493690



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MARCO-Y-AMIGOS, INC.

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That MARCO-Y-AMIGOS, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Okeechobee, State of Florida, has named Mark Hunter Pearce located at Rt. 6, Box 992, Okeechobee, State of Florida, 34974 as its agent to accept service of process within Florida.

MARCO-Y-AMIGOS, INC.

By: Mark Hunter Pearce
Mark Hunter Pearce, President

Date: January 23, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Mark Hunter Pearce
Mark Hunter Pearce, Resident Agent

Date: January 23, 1998