OPSINCH MEDICE CATINGN, J.A. 28

KURT WELLISCH [1910 - 1982] URSULA METZGER PAUL R. STANTON

REPLY TO:
MIAMI

OKEECHOBEE

BEF. TO FILE NO

8603 SOUTH DIXIE HIGHWAY SUITE 207 MIAMI, FL 33143 PHONES: -{305| 662-8630 / 662-8678

1509 S.W. 2nd AVENUE OKEECHOBEE, FI 34974 PHONE: [941] 763-4133 FAX: (941) 763-9635

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February 4, 1998

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

Re: The Marsan Group, Inc.

Dear Sir or Madam:

Enclosed please find an original and copy of the Articles of Incorporation for The Marsan Group, Inc., together with my check in the amount of \$122.50.

Please have these documents filed and return a copy of the Articles, Certificate of Good Standing and charter number to this office.

Thank you for your cooperation.

Very truly yours,

URSULA METZGER

UM/mh Enc. 98 FEB - 6 PM 1: 25

SECULTARY OF STATE
TALLAHASBEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FILED

THE MARSAN GROUP, INC.

98 FEB -6 PM 1:25

SECNETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is :

THE MARSAN GROUP, INC.

The address of the principal office of this corporation is 3260 Highway 441 South, Suite 212, Okeechobee, Florida 34974, and the mailing address for the corporation shall be the same.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - COMMON SHARES

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated common shares.

ARTICLE V - PREEMPTIVE RIGHTS

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

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8603 South Dixie Highway, Suite 207, Miami, Fl 33143.

. The name of the initial registered agent of this corporation at this address is

Marvin Danielson 3260 Highway 441 South Suite 212 Okeechobee, Florida 34974

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Marvin Danielson 3260 Highway 441 South Suite 212 Okeechobee, Florida 34974

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ARTICLE VIII - INCORPORATOR

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SECRETARY OF STATE The name and address of the person signing these articles AMSSEE, FLORIDA

Marvin Danielson 3260 Highway 441 South Suite 212 Okeechobee, Florida 34974

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and shareholders.

ARTICLE X - SHAREHOLDER APPROVAL FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this day of January, 1998.

MARVIN DANIELSON

STATE OF FLORIDA

COUNTY OF OKEECHOBEE

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared MARVIN DANIELSON, known to me and known to me by be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of January, 1998.

PAMELA LEA BUCHHEIT
Notary Public, State of Florida
My comm. expires Sept. 17, 2000
Comm. No. CC581875

Comples Suchland Notary Public

My commission expires:

REGISTERED AGENT ACCEPTANCE

The undersigned Registered Agent hereby accepts his appointment as Registered Agent of the corporation.

MARVIN DANIELSON