

P98000014455

Law Offices

Michael J. Freedman
PROFESSIONAL ASSOCIATION

Michael J. Freedman
Linda M. Michaels

300 East Madison Street
Second Floor
Tampa, Florida 33602

Telephone (813) 229-6925
Telecopier (813) 221-8501

February 4, 1998

BY AIRBORNE EXPRESS

100002422771--1
-02/05/98--01098--004
****122.50 ****122.50

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

Re: M.E.L. Corp. of Tampa Bay

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and the original and one copy of a Certificate Designating Registered Agent for the above-named corporation. Please file the original Articles and return a certified copy to this office.

Also enclosed is this firm's check in the amount of \$122.50, representing the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,

Linda M. Michaels
LINDA M. MICHAELS

LMM:sms

Enclosures

7170\MEL-SOS.LTR

*DMC
2-6-98*

2-4-98

FILED
98 FEB 12 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

109-2101

Law Offices
Michael J. Freedman
PROFESSIONAL ASSOCIATION

Michael J. Freedman
Linda M. Michaels

300 East Madison Street
Second Floor
Tampa, Florida 33602

Telephone (813) 229-6925
Telecopier (813) 221-8501

February 10, 1998

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

ATTN: Ms. Doris McDuffie
Corporate Specialist Supervisor

Re: M.E.L. Corp. of Tampa Bay
Ref. Number: W98000002761

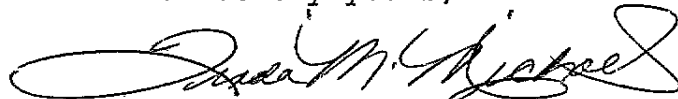
Dear Ms. McDuffie:

Pursuant to your letter No. 998A00007004 dated February 6, 1998, a copy of which is attached hereto, I have enclosed an original and one copy of the revised Articles of Incorporation and the original and one copy of a revised Certificate Designating Registered Agent for the above-named corporation. The name M.E.L. Corp. of Tampa Bay was cleared by telephone with your office yesterday. Please file the original Articles and return a certified copy to this office.

As your letter states, you are holding this firm's check in the amount of \$122.50. That amount represents the filing fee of \$35.00, certified copy fee of \$52.50, and a registered agent fee of \$35.00.

Thank you for your assistance and cooperation in this matter.

Sincerely yours,



LINDA M. MICHAELS

LMM:sms

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1998

LINDA J. MICHAELS, ESQ.
MICHAEL J. FREEDMAN, P.A.
300 E MADISON STREET 2ND FLOOR
TAMPA, FL 33602

SUBJECT: M.E.L. CORP.
Ref. Number: W98000002761

We have received your document for M.E.L. CORP. and your check(s) totaling \$122.50. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 998A00007004

ARTICLES OF INCORPORATION
OF
M.E.L. CORP. OF TAMPA BAY

FILED
98 FEB 12 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

M.E.L. CORP. OF TAMPA BAY

ARTICLE II

NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of ten cents (\$.10) per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3513 Fairway Forest Drive, Palm Harbor, Florida 34685. The name of the initial registered agent of this corporation is Kathryn Kay Phebus, whose address is 3993 Orchard Hill Circle, Palm Harbor, Florida 34684.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws adopted by the shareholders. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Edward Richard McDonnell	3513 Fairway Forest Drive Palm Harbor, Florida 34685
Kathryn Kay Phebus	3993 Orchard Hill Circle Palm Harbor, Florida 34684
David Marshall Everling	19627 Bakersfield Drive Spring Hill, Florida 34610
Donald Eugene Prichard	4420 Summerlake Drive New Port Richey, Florida 34653

ARTICLE VII

SUBSCRIBERS

The names and post office addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Edward Richard McDonnell	3513 Fairway Forest Drive Palm Harbor, Florida 34685
Kathryn Kay Phebus	3993 Orchard Hill Circle Palm Harbor, Florida 34684
David Marshall Everling	19627 Bakersfield Drive Spring Hill, Florida 34610
Donald Eugene Prichard	4420 Summerlake Drive New Port Richey, Florida 34653

ARTICLE VIII

BY-LAWS

The Board of Directors is authorized to adopt By-Laws, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates and provisions prohibiting the transfer of the stock of the corporation and of the preemptive rights to such stock, provided such By-Laws are not contrary to the laws of the State of Florida.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders and approved at a stockholders' meeting by a majority, or such greater number as may

be specified in the By-Laws, of the shares of stock entitled to vote thereon unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 4th day of FEBRUARY, 1998.

Edward Richard McDonnell 2/4/98
EDWARD RICHARD MCDONNELL

Kathryn Kay Phebus 2/4/98
KATHRYN KAY PHEBUS

David Marshall Everling 2/4/98
DAVID MARSHALL EVERLING

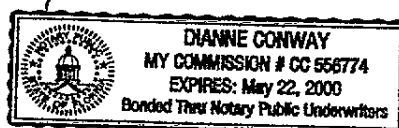
Donald Eugene Prichard 2/4/98
DONALD EUGENE PRICHARD

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared EDWARD RICHARD MCDONNELL known to me to be one of the persons who executed the foregoing Articles of Incorporation; and he acknowledged under oath before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 4th day of February, 1998.

Dianne Conway
NOTARY PUBLIC
My commission expires:



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared KATHRYN KAY PHEBUS known to me to be one of the persons who executed the foregoing Articles of Incorporation, and she acknowledged under oath before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 4th day of February, 1998.

Dianne Conway
NOTARY PUBLIC
My Commission Expires: **DIANNE CONWAY**
MY COMMISSION # CC 556774
EXPIRES: May 22, 2000
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DAVID MARSHALL EVERLING known to me to be one of the persons who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 4th day of February, 1998.

Dianne Conway
NOTARY PUBLIC
My commission expires:
DIANNE CONWAY
MY COMMISSION # CC 556774
EXPIRES: May 22, 2000
Bonded Thru Notary Public Underwriters

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared DONALD EUGENE PRICHARD known to me to be one of the persons who executed the foregoing Articles of Incorporation, and he acknowledged under oath before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid this 4th day of February, 1998.

Dianne Conway
NOTARY PUBLIC
My commission expires:
DIANNE CONWAY
MY COMMISSION # CC 556774
EXPIRES: May 22, 2000
Bonded Thru Notary Public Underwriters

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the law of the state of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is: M.E.L. CORP.
OF TAMPA BAY

2. The name and address of the registered agent and office
KATHRYN KAY PHEBUS
(NAME)
3993 Orchard Hill Circle
(P.O. BOX NOT ACCEPTABLE)
Palm Harbor, Florida 34684
(CITY/STATE/ZIP)

SIGNATURE *Kathryn Kay Phebus*
(corporate officer)

TITLE Treasurer

DATE 2-4, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Kathryn Kay Phebus*
KATHRYN KAY PHEBUS

DATE 2-4, 1998

REGISTERED AGENT FILING FEE: \$35.00

FILED
98 FEB 12 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA