

LAW OFFICES
WICKER, SMITH, TUTAN, O'HARA
McCoy, GRAHAM & FORD, P.A.

BARNETT BANK CENTER • SUITE 1000

390 NORTH ORANGE AVENUE

P.O. BOX 2753

ORLANDO, FLORIDA 32802

(407) 843-3939

TELECOPIER (407) 649-8118

WEST PALM BEACH OFFICE

UNITED NAT'L BANK TOWER • SUITE 700

1645 PALM BEACH LAKES BOULEVARD

P.O. BOX 2508

WEST PALM BEACH, FLORIDA 33402

(561) 689-3800

TELECOPIER (561) 689-9206

TAMPA OFFICE

100 NORTH TAMPA STREET

SUITE 3050

TAMPA, FLORIDA 33602

(813) 222-3939

TELECOPIER (813) 222-3938

MIAMI OFFICE

GROVE PLAZA BUILDING, 5TH FLOOR

2900 MIDDLE STREET (S.W. 28TH TERRACE)

MIAMI, FLORIDA 33133

(305) 467-3939

TELECOPIER (305) 467-1715

FORT LAUDERDALE OFFICE

BARNETT BANK PLAZA, 11TH FLOOR

ONE EAST BROWARD BOULEVARD

P.O. BOX 14410

FORT LAUDERDALE, FLORIDA 33302

(954) 467-6405

TELECOPIER (954) 760-9353

February 9, 1998

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

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-02/11/98--01023--012

*****70.00 *****70.00

RE: Menello, Inc. (In Re:)
Our File No. : 40347-5

Dear Sir or madam:

Enclosed under this cover please find the original Articles of Incorporation for Menello Corporation, along with two (2) copies of the Articles. In addition, please find a check for \$70.00. Please file these documents for the purpose of generating a Certificate of Incorporation.

Please forward the Certificate to my attention at the above address. If you have any questions, please do not hesitate to contact me.

Thank you for your cooperation in this matter.

Very truly yours,

Michael R. D'Lugo

FILED
98 FEB 28 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
3/27/98

**ARTICLES OF INCORPORATION OF
MENELLO CORPORATION**

FILED
90 FEB 27 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liabilities, rights and privileges and immunities of corporations for profit, certifies that:

ARTICLE I - NAME

The name of this corporation is MENELLO CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock, each having one dollar (\$1.00) par value, which shall be designated common shares.

ARTICLE V - PRINCIPAL OFFICE

The initial principal office of the corporation is 3570 Sugar Plum Lane, Port Orange, Florida 32119.

ARTICLE VI - REGISTERED AGENT

The initial address of the registered agent of this corporation is 390 North Orange Avenue, Suite 1000, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Michael R. D'Lugo.

ARTICLE VII - DIRECTORS

The corporation shall have one director, initially. The number of directors, if necessary, may either be 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 is: Robert A. Menello, 3570 Sugar Plum Lane, Port Orange, Florida, 32119.

ARTICLE VIII - SUBSCRIBERS

The name of the subscriber of these Articles of Incorporation and a statement as to the percentage of shares of stock which the subscriber agrees to take is as follows:

Robert A. Menello

100 percent

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in the regular and special meetings of the Board of Directors by means of conference telephone, as provided by law.

ARTICLE XIV - INFORMAL ACTION OF DIRECTORS

If all directors severally or collectively consent to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, then the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS HEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29th day of October, 1997.


ROBERT A. MENELLO

STATE OF FLORIDA

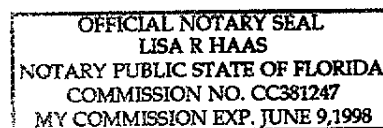
COUNTY OF Volusia

BEFORE ME, the undersigned authority, personally appeared ROBERT A. MENELLO, to me known and known to me to be the individual described herein and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State first aforesaid this 29th day of October, 1997.

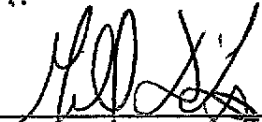

NOTARY PUBLIC, STATE OF FLORIDA

(SEAL)



I hereby accept the position of Registered Agent for MENELLO CORPORATION.

DATED this 25th day of FEBRUARY, 1997.



MICHAEL R. D'LUGO

219717.51

FILED
98 FEB 27 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA