P9800022817 STEWART & STORTER

JAMES C. STEWART, JR.*
*ALSO ADMITTED IN GEORGIA

SUSAN J. STORTER **
**Practice Limited To Adoption

ATTORNEYS AT LAW

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March 5, 1998

DIVISION OF CORPORATIONS

Florida Department of State Post Office Box 6327 Tallahassee, Florida 32314 STEORIVE DATES

1000024505 -03/09/98--010

03/09/98--01094--U25 ****175.00 ****175.00

RE:

MEGFORD, INC.,

A FLORIDA CORPORATION

Dear Sir or Madam:

Enclosed herein please find articles of incorporation for the above referenced corporation. Also enclosed is my client's check in the amount of \$175.00 to cover the cost of (i) filing the articles and (ii) TWO (2) certified copies of the filed articles.

Please also note that corporate existence of the corporation commences March 5, 1998.

Please file the foregoing articles and send the TWO (2) certified copies of the filed articles to me at the above address. I appreciate your assistance in this matter.

Sincerely,

cc:

Mr. David C. Ritchie

ENCLOSURES AS INDICATED

FILED 98 MAR -9 AM 10:37 SECRETARL OF STATE

ne 3/11/98

3-5-98 DATEARTICLES OF INCORPORATION

FILED 98 MAR -9 AM 10: 37

SECRETART OF STATE TALLAHASSEE, FLORIDA

MEGFORD, INC.,

A FLORIDA CORPORATION

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the *FLORIDA BUSINESS CORPORATION ACT*, adopts the following Articles of Incorporation:

FIRST:

The name of the corporation (the "Corporation") is:

MEGFORD, INC.,

A FLORIDA CORPORATION

SECOND:

The principal office or mailing address of the Corporation is:

Suite 106, Pine Plaza 1725 County Road 951 Naples, Florida 34116

THIRD: The aggregate number of shares that the Corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, the par value of each such share shall be ONE AND NO/100S DOLLARS (\$1.00). Par value shall have no effect on the Corporation's capital structure.

FOURTH: The street address of the initial registered office of the Corporation is:

STEWART & STORTER, ATTORNEYS AT LAW

Suite 101 2121 County Road 951 Golden Gate, Florida 34116-6543,

and the name of the Corporation's initial registered agent at such address is:

JAMES C. STEWART, JR.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is **ONE** (1), and the name and address of the person who is to serve as director of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as

follows:

DAVID C. RITCHIE

Suite 106, Pine Plaza 1725 County Road 951 Naples, Florida 34116

SIXTH:

The name and address of the sole incorporator is:

JAMES C. STEWART, JR., ESQUIRE STEWART & STORTER, ATTORNEYS AT LAW

Suite 101 2121 County Road 951 Golden Gate, Florida 34116-6543

SEVENTH: The corporate existence of the Corporation shall commence on MARCH 5, 1998.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the *Florida Business Corporation Act*, has executed these Articles of Incorporation, this day of MARCH, 1998.

JAMES E STEWART, JR.

Sole Incorporator

I, JAMES-C. STEWART, JR., having been designated to act as registered agent, hereby agree to act in such capacity.

JAMES C. STEWART, JR.

EF FLORIDA