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STEPHEN R. LOONEY
BOARD CERTIFIED TAX LAWYER

April 20, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Attn: New Filing Section
409 East Gaines Street
Tallahassee, FL 32301

200002495332---3
-04/21/98-01058-020
****122.50 ****122.50

Re: Articles of Incorporation of Martin Partners, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Martin Partners, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$52.50 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Sincerely,

Steve Looney
Stephen R. Looney

SRL/lls

Enclosures

cc: Robert D. Martin
(w/enclosures)

Rmc
4/22/98

FILED
98 APR 21 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F:\TAX\105\MARTIN.FDS

ARTICLES OF INCORPORATION

OF

MARTIN PARTNERS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be MARTIN PARTNERS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 501 N. Grandview Avenue, Suite 105, Daytona Beach, Florida 32118.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 501 N. Grandview Avenue, Suite 105, Daytona Beach, Florida 32118. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Robert D. Martin. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Robert D. Martin

501 N. Grandview Avenue, Suite 105
Daytona Beach, Florida 32118

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, is:

Name

Address

Robert D. Martin

1801 S. Nova Road
South Daytona, Florida 32119

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE IX - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Daytona Beach, Florida, this 6 day of April, 1998.



Robert D. Martin

FILED
98 APR 21 PM 11:11
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
Robert D. Martin

Date: 4/6/98