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DANA J. WATTS
BOARD CERTIFIED CIVIL TRIAL LAWYER
CERTIFIED CIRCUIT COURT MEDIATOR

1620 MAIN ST.
SUITE 1
SARASOTA, FLORIDA 34236-5811

TELEPHONE
(941) 955-5791
TELEFAX
(941) 951-2076



May 7, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

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-05/12/98--01009--003
****245.00 ****122.50

Re: MABCO, Inc.

Dear Sir or Madam:

Enclosed please find the original plus one (1) executed copy of the Articles of Incorporation for the above corporation. We would appreciate your filing the same and advising us when they have been filed. Our check is also enclosed in the amount of \$122.50 to cover the costs.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Jennifer Peters

Jennifer Peters
Assistant to Dana J. Watts

/jpw
Enclosures

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98 MAY 18 PM 14:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K69873
5/14/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

COPY

May 14, 1998

JENNIFER PETERS, LEGAL ASSISTANT
DANA J. WATTS
1620 MAIN STREET, SUITE 1
SARASOTA, FL 34236-5811

SUBJECT: MABCO, INC.
Ref. Number: W98000010978

We have received your document for MABCO, INC. and your check(s) totaling \$245.00. 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 existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 798A00026894

DANA J. WATTS

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May 18, 1998

Corporate Records Bureau
Division of Corporations
Department of State
Attn: Dana Calloway
P.O. Box 6327
Tallahassee, Florida 32301

Re: MABCO of Sarasota, Inc. f
Reference No. W98000010978

Dear Ms. Calloway:

Pursuant to your request on May 14, 1998, enclosed please find the original plus one (1) executed copy of the Articles of Incorporation for the above corporation. We would appreciate your filing the same and advising us when they have been filed.

Thank you for your cooperation and assistance in this matter.

Very truly yours,

Jennifer Peters
Assistant to Dana J. Watts

/jp

Enclosures

cc: Mr. Matthew Burkland
MABCO of Sarasota, Inc. w/o encls.

ARTICLES OF INCORPORATION

OF

MABCO OF SARASOTA, INC.

ARTICLE I

Name. The name of this corporation is MABCO, Inc.

ARTICLE II

Duration. The corporation shall be perpetual.

ARTICLE III

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

ARTICLE IV

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

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Preemptive Rights. Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 Principal Office. The street address of the initial

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OF SARASOTA

principal office of this corporation is 3705 Malec Circle, Sarasota, Florida 34233.

ARTICLE VII

Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Matthew Burkland
3705 Malec Circle
Sarasota, Florida 34233

ARTICLE VIII

Incorporator. The name and address of the person signing these articles is:

Matthew Burkland
3705 Malec Circle
Sarasota, Florida 34233

ARTICLE IX

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

ARTICLE X

Registered Agent. Matthew Burkland is hereby designated as the Registered Agent for this corporation. The registered office shall be 3705 Malec Circle, Sarasota, Florida 34233.

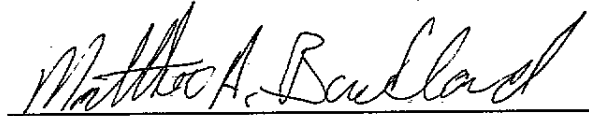
ARTICLE XI

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

ARTICLE XII

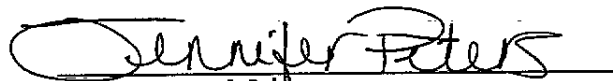
Amendment. This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of April, 1998.

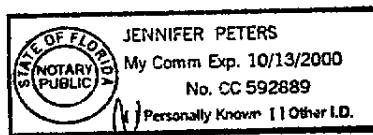

MATTHEW BURKLAND,
Subscriber & Registered Agent accepting duties.

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO and subscribed before me for the uses and purposes therein expressed, this day and year last above written.


Notary Public
My Commission Expires:

article.inc



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98 MAY 18 PM 4:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA