

MICHAEL A. ALTES

ATTORNEY AT LAW 4465 WOODMERE STREET

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May 7, 1998

JACKSONVILLE, FLORIDA 32210

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

Re:

Incorporation of Manhunt, Inc.

Ladies and Gentlemen:

Enclosed for filing and approval are the following:

- Executed original and two (2) executed copies of the Articles of Incorporation for 1. the above-named corporation.
- Executed original and two (2) executed copies of the Certificate Designating 2. Registered Agent and Registered Office for the above-named corporation, pursuant to Sections 48.091 and 617.023, Florida Statutes.
- The check of this law firm in the amount of \$70.00 to cover the costs shown on Exhibit A attached hereto.

If the Department of State finds that the Articles of Incorporation conform to law and that all fees have been paid as prescribed in Chapter 607, Florida Statutes, then please file the Articles of Incorporation in accordance with Chapter 607, Florida Statutes, and return a file-stamped copy of the Articles of Incorporation to me.

If I can be of any assistance in this regard, please do not hesitate to contact me

Very truly yours.

Enclosures

cc: Harvey C. Altes

1098-10729

nc 5/22/98



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

May 12, 1998

MICHAEL A. ALTES, ESQ. 4465 WOODMERE STREET JACKSONVILLE, FL 32210

SUBJECT: MANHUNT, INC. Ref. Number: W98000010729

We have received your document for MANHUNT, INC. and your check(s) totaling \$70.00. 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.

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) 487-6067.

Letter Number: 198A00026163

Neysa Culligan Document Specialist

FILED

ARTICLES OF INCORPORATION

98 MAY 20 AM 8: 20

OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

MANHUNT INTERNATIONAL, INC.

ARTICLE I - NAME

The name of the corporation is Manhunt International, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 728 Fentress Boulevard, Daytona Beach, Florida 32114.

ARTICLE III - SHARES

This Corporation is authorized to issue one hundred (100) shares of common stock, all of which shall be of the par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation is 728 Fentress Boulevard, Daytona Beach, Florida 32114, and the name of the initial registered agent at such address is Harvey C. Altes.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Harvey C. Altes, 728 Fentress Boulevard, Daytona Beach, Florida 32114.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of May, 1998.

Lawey C Altes

STATE OF FLORIDA COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 15 day of May, 1998, by Harvey C. Altes, who is personally known to me or has produced (type of identification) as identification.

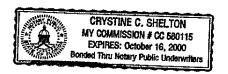
Curtical C. Shellow

Print Name: CRYSTINE C. SHELTON**

[Notarial Seal]

Notary Public for the State of Florida at Large

My Commission expires: Commission Number:



CERTIFICATE DESIGNATING

REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That Manhunt International, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 728 Fentress Boulevard, Daytona Beach, Florida 32114, has named Harvey C. Altes, whose street address is 728 Fentress Boulevard, Daytona Beach, Florida 32114, as its agent to accept service of process within Florida.

Harvey C. Altes, Incorporator

Date: May 15, 1998.

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the obligations of its positions as registered agent.

Harvey C. Altes

Date: May \5, 1998.

98 MAY 20 AM 8: 20 SECRETARY OF STATE