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ACCOUNT NO. : 072100000032

REFERENCE : 828735 10460A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 21, 1998

ORDER TIME : 5:08 PM

ORDER NO. : 828735-005

CUSTOMER NO: 10460A

CUSTOMER: James E. Toale, Esq
JAMES E. TOALE, ESQ

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05/22/98 01013-013

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

Suite 705
1605 Main Street
Sarasota, FL 34236

DOMESTIC FILING

NAME: MIKE MAIN & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 AM 10:22

FILED
98 MAY 22 5:57
DIVISION OF CORPORATIONS
5/22/98

**ARTICLES OF INCORPORATION
OF
MIKE MAIN & ASSOCIATES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 22 AM 10:22

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: MIKE MAIN & ASSOCIATES, INC., and the address is: 5441 Dominica Circle, Sarasota, Florida 34233.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 22 S. Tuttle Avenue, Sarasota, Florida 34237, and the name of its initial Registered Agent at that address is James E. Toale.

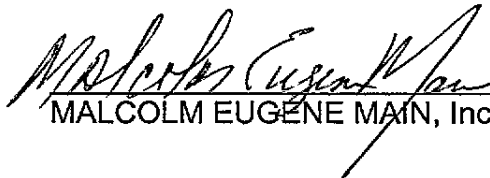
Article 6. Incorporator. The name and address of the Incorporator is as follows:

Malcolm Eugene Main
5441 Dominica Circle
Sarasota, Florida 34233

Article 7. Initial Board of Directors. The names and addresses of the individuals who are to serve as initial directors is as follows:

Malcolm Eugene Main
5441 Dominica Circle
Sarasota, Florida 34233

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 18 day of May 1998.

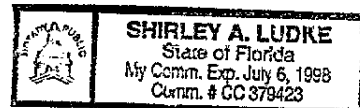

MALCOLM EUGENE MAIN, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared MALCOLM EUGENE MAIN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of May 1998.


Notary Public



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of MIKE MAIN & ASSOCIATES, INC., which is contained in the foregoing Articles of Incorporation, and acknowledges that he is familiar with and accepts the obligations of that position.

DATED this 18th day of May, 1998.


JAMES E. TOALE, Registered Agent

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