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NAME: MAGNOLIA TREE VENTURES, INC.

AUDIT NUMBER.....H98000012639

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION  
OF  
MAGNOLIA TREE VENTURES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is MAGNOLIA TREE VENTURES, INC., (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is: 5310 N.W. 33rd Avenue, Suite 219, Ft. Lauderdale, Florida 33309.

**ARTICLE III  
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 450 East Las Olas Boulevard, Suite 950, Ft. Lauderdale, Florida 33301. The name of the Corporation's initial registered agent at that office is: Drake M. Batchelder, Esq.

Prepared by:  
Drake M. Batchelder, Esq.  
450 E. Las Olas Blvd., Suite 950  
Ft. Lauderdale, Florida 33301  
(954) 673-2700  
Florida Bar No. 0117273

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**ARTICLE V  
INCORPORATOR**

The name and street address of the incorporator of the Corporation is: Drake M. Batchelder, Esq., 450 East Las Olas Boulevard, Suite 450, Ft. Lauderdale, Florida 33301.

**ARTICLE VI  
INITIAL DIRECTORS**

The names and street addresses of the individuals who are to serve as the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Kenneth T. Barber	5310 N.W. 33rd Avenue, Suite 219 Ft. Lauderdale, Florida 33309

Leslie W. Barber	5310 N.W. 33rd Avenue, Suite 219 Ft. Lauderdale, Florida 33309
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**ARTICLE VII  
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of July, 1998.

  
Drake M. Batchelder, Incorporator

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **MAGNOLIA TREE VENTURES, INC.**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned 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 the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 7th day of July, 1998.

  
Drake M. Batchelder

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