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AREA CODE 407

August 6, 1998

P98000070145

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

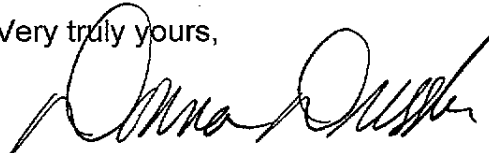
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*****70.00 *****70.00

RE: Mike & Mike's World, Inc.

Dear Sir/Madame:

Enclosed is an original and one copy of the Articles of Incorporation and Designation of Registered Agent and a check for \$70.00 for filing fee of same. I would appreciate your returning the copy to me in the enclosed self-addressed, stamped envelope with the filing information stamped thereon. Thank you and, if you have any questions, please do not hesitate to contact me.

Very truly yours,



Donna Dressler

DMD/psg

Enclosures - as stated

cc: Mike Green
Mike Smith

C:Green.lt2

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -7 AM 9:45

RD
08/11/98

ARTICLES OF INCORPORATION

OF

MIKE & MIKE'S WORLD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG -7 AM 9:45

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be: **MIKE & MIKE'S WORLD, INC.**

**ARTICLE II
DURATION**

The corporation shall exist perpetually.

**ARTICLE III
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The **principal place of business** for this corporation shall be:

777 East Merritt Island Causeway, Suite 444
Merritt Island, Florida 32952,

and the **mailing address** of this corporation shall be:

1071 Hermosa Drive
Rockledge, FL 32955.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 100 shares of capital stock. For documentary stamp purposes only, the par value of the Corporation's common stock shall be \$.01 per share.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than two directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than two. The name and address of the initial members of the Board of Directors are:

Henry Michael Green
1071 Hermosa Drive
Rockledge, FL 32955

Michael A. Smith
P. O. Box 372245
Satellite Beach, FL 32937

ARTICLE VI
MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be regulated by this Corporation's Bylaws.

ARTICLE VII
INITIAL OFFICERS

The initial officers of this Corporation are:

Henry Michael Green.....President
Michael A. Smith.....Vice President
Henry Michael Green.....Secretary
Michael A. Smith.....Treasurer

ARTICLE VIII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Donna Dressler
Attorney at Law
110 Dixie Lane
Cocoa Beach, FL 32931

ARTICLE IX
INCORPORATORS

The names and the street addresses of the incorporators for these Articles of Incorporation are:

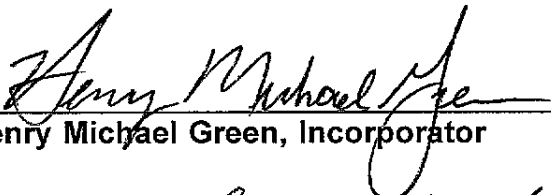
Henry Michael Green, 1071 Hermosa Drive, Rockledge, FL 32955

Michael A. Smith, Post Office Box 372245, Satellite Beach, FL 32937

ARTICLE X
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

6th The undersigned incorporators have executed these Articles of Incorporation this day of August, 1998.


Henry Michael Green, Incorporator


Michael A. Smith, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE BY REGISTERED AGENT**

DESIGNATION

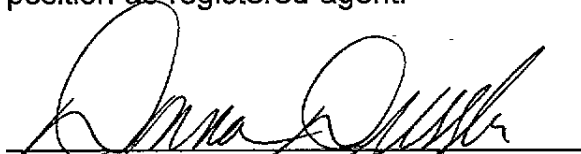
PURSUANT TO THE PROVISIONS OF § 607.0501, FLORIDA STATUTES, THE BELOW-NAMED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **MIKE & MIKE'S WORLD, INC.**
2. The name and address of the registered agent and office is:

Donna Dressler
Attorney at Law
110 Dixie Lane
Cocoa Beach, FL 32931

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Donna Dressler, Registered Agent


Date

FILED
CLERK OF STATE
DIVISION OF CORPORATION
98 AUG -7 AM 9:45