

P98000079115

TRANSMITTAL LETTER

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

EFFECTIVE DATE  
9-4-98

000002633740--2  
-09/08/98--01061--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: MANGIAPANE, INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00  
Filing Fee
- \$78.75  
Filing Fee  
& Certificate
- \$122.50  
Filing Fee  
& Certified Copy
- \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Barry W. McCleary, Esquire  
Name (Printed or typed)

3 West Garden Street, Suite 380  
Address

Pensacola, Florida 32501  
City, State & Zip

(850) 434-3200  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 SEP - 8 PM 12: 27

FILED

*9-14-98  
MM*

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

MANGIAPANE, INC.

EFFECTIVE DATE  
9-4-98

FILED  
89 SEP - 8 PM 12: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is **MANGIAPANE, INC.** (hereinafter referred to as the Corporation).

ARTICLE II

The general nature of the business to be transacted by the Corporation is to engage in the transaction of any and all lawful business for which corporation may be incorporated under the laws of the State of Florida.

ARTICLE III

This Corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 500 shares with a par value of \$1.00. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect. After incorporation, the Corporation is authorized to create and issue

any and all classes of either preferred or common stock, with or without par value, with or without voting rights, as may be approved by a majority vote of the Corporation's shareholders entitled to vote at the meeting where such is offered for a vote to the then shareholders of the Corporation.

**ARTICLE V**

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of Five Hundred (\$500.00) Dollars, consisting of money, labor done, or property actually received.

The capital stock of the Corporation shall be issued within two (2) years of the date of incorporation and said stock in all respects shall be considered to comply with the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

**ARTICLE VI**

The address of its initial principal office of the Corporation is: 2350 Sugartree Avenue, Pensacola, Florida 32503.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE VII**

The number of directors constituting the Initial Board of Directors is one (1) and the name and street address of the person who is to serve as director until the first meeting of the shareholders, or until his successors are elected and qualified, is

as follows:

Sam Manze  
2350 Sugartree Avenue  
Pensacola, Florida 32503

**ARTICLE VIII**

The name and street address of the member of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until his successor is elected and qualified, is as follows:

Sam Manze  
2350 Sugartree Avenue  
Pensacola, Florida 32503

**ARTICLE IX**

The name and street address of the member of the subscribers to these Articles of Incorporation, and the number of shares of stock which that person respectively agreed to take and pay for, is as follows:

Sam Manze  
2350 Sugartree Avenue  
Pensacola, Florida 32503  
Number of Shares: 500

The whole or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or in property, labor, services, or real estate, having a value, in the judgment of the Board of Directors, equivalent to the full par value of the share of stock to be issued therefor.

The Board of Directors is hereby authorized to issue and hold

all or any part of the shares of the capital stock of the Corporation (including that herein subscribed) as partly paid.

**ARTICLE X**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI**

Corporate existence shall begin on the date that this subscription is executed.

**ARTICLE XII**

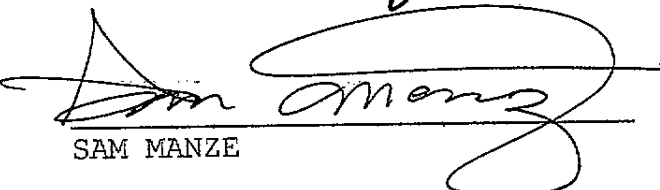
Registered Agent:  
Barry W. McCleary  
3 West Garden Street, Suite 380  
Pensacola, Florida 32501

**ARTICLE XIII**

Officer:  
Sam Manze  
2350 Sugartree Avenue  
Pensacola, Florida 32503

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 4th day of September 1998.

  
BARRY W. MCCLEARY

  
SAM MANZE

The undersigned, being the initial resident agent as described in Article XII of the foregoing Articles of Incorporation, does hereby acknowledge and accept the duties and responsibilities as registered agent for said corporation.

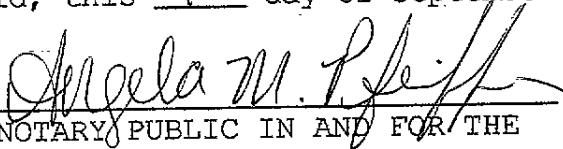
  
BARRY W. MCCLEARY


STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared Barry W. McCleary and Sam Manze, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and acknowledged that they did execute said Articles of Incorporation, and Barry W. McCleary accepted the duties of resident agent for the foregoing corporation as indicated in Article XII of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 4th day of September 1998.

  
NOTARY PUBLIC IN AND FOR THE  
STATE OF FLORIDA  
My Commission Expires: \_\_\_\_\_  
My Commission Number: \_\_\_\_\_

(SEAL)  
  
ANGELA MARIE PFEIFFER  
COMMISSION # CC 410498  
EXPIRES SEP 28, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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:

MANGIAPANE, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

Barry W. McCleary, Esquire

(NAME)

3 West Garden Street, Suite 380

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Pensacola, Florida 32501

(CITY/STATE/ZIP)

FILED  
98 SEP -8 PM 12: 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

  
(SIGNATURE)

9/4/98  
(DATE)