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September 23, 1998

P98000087082

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

Re: MEL, INC.

000002649100--1
-09/25/98--01068--003
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation for the above corporation, along with a check in the amount \$70.00 for the filing fee.

Sincerely yours,



DEBRAH MAYWORTH
Legal Assistant
HAYES & ASSOCIATES, P.A.
21859 State Road 54, Suite 200
Lutz, Florida 33549
(813) 949-6525

/dm
Encls.

FILED
98 OCT 12 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH OCT 12 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 28, 1998

DEBRAH MAYWORTH
21859 STATE RD. 54, STE. 200
LUTZ, FL 33549

SUBJECT: WILLBANKS, INC.
Ref. Number: W98000022074

We have received your document for WILLBANKS, 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):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 898A00048508

ARTICLES OF INCORPORATION
OF
MMEL, INC.

FILED
98 OCT 12 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this corporation shall be:

MMEL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are:

1737 Pembroke Way
Lutz, FL 33549

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 400.

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are:

TROY J. WILLIAMS
1737 Pembroke Way
Lutz, FL 33549

ARTICLE V - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are:

TROY J. WILLIAMS
1737 Pembroke Way
Lutz, FL 33549

ARTICLE VI - DIRECTORS


This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial director of this corporation are as follows:

TROY J. WILLIAMS - Director/President
1737 Pembroke Way
Lutz, FL 33549

DAVID E. BANKS, II - Director/Vice-President
339 Fairfield
Gretna, LA 70056

IN WITNESS WHEREOF the incorporator has hereunto set his hand and seal, this 8 day of October, 1998.


TROY J. WILLIAMS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, 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:

MMEL, INC.

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

TROY J. WILLIAMS
1737 Pembroke Way
Lutz, Florida 33549

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

Troy J. Williams
TROY J. WILLIAMS

TITLE Director/President

DATE 10-8-98

FILED
98 OCT 12 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA