

P98000102265

DECEMBER 4TH, 1998

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

000002704290--2

-12/07/98--01051--013
*****78.75 *****78.75

DEAR SIR / MS:

ENCLOSED, PLEASE FIND THE FOLLOWING:

1. TWO COPIES OF ARTICLES OF INCORPORATION FOR 'MELFAL, INC.'.
2. A STATEMENT SIGNED BY THE INITIAL REGISTERED AGENT.
3. A CHECK FOR \$ 78.75 IN PAYMENT FOR THE FOLLOWING:
 - A) FILING FEE
 - B) DESIGNATION OF REGISTERED AGENT
 - C) CERTIFIED COPY OF ARTICLES OF INCORPORATION

SINCERELY YOURS,

David J. Mann

DAVID J. MANN & ASSOCIATES, P.A.
4063 N. GOLDENROD ROAD, SUITE 6
WINTER PARK, FLORIDA 32792

TELEPHONE: (407) 677-6600

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -7 PM 3:51

FILED

SD
12/8

ARTICLES OF INCORPORATION
OF
MELFAL, INC.

FILED
98 DEC -7 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ARTICLE I - NAME
THE NAME OF THIS CORPORATION IS MELFAL, INC.
- ARTICLE II - DURATION
THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.
- ARTICLE III - PURPOSE
THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS.
- ARTICLE IV - CAPITAL STOCK AUTHORIZED
SECTION 1. AUTHORIZED SHARES
THIS CORPORATION IS AUTHORIZED TO ISSUE 10,0000 SHARES OF COMMON STOCK WITH A PAR VALUE OF \$1.00 PER SHARE, WHICH SHALL BE DESIGNATED 'COMMON SHARES'.
SECTION 2. VOTING RIGHTS
EXCEPT AS OTHERWISE PROVIDED BY LAW, THE ENTIRE VOTING POWER FOR THE ELECTION OF OFFICERS AND FOR ALL OTHER PURPOSES, SHALL BE VESTED EXCLUSIVELY IN THE HOLDERS OF THE OUTSTANDING COMMON SHARES.
- ARTICLE V - INITIAL CAPITAL
THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN FIVE HUNDRED DOLLARS.
- ARTICLE VI - INITIAL PRINCIPAL / REGISTERED OFFICE
THE STREET ADDRESS OF THE INITIAL PRINCIPAL/REGISTERED OFFICE OF THE CORPORATION IS 9327 EVERWOOD STREET, ORLANDO, FLORIDA 32825 . THE ADDRESSES OF BOTH THE PRINCIPAL AND REGISTERED OFFICES ARE IDENTICAL.
- ARTICLE VII - INITIAL REGISTERED AGENT
THE NAME OF THE INITIAL REGISTERED AGENT OF THE CORPORATION IS KEITH A. COX.
- ARTICLE VIII- THE NAMES AND ADDRESSES OF THE PERSONS SIGNING THESE ARTICLES ARE:
- | | |
|------------------------|------------------------|
| KEITH A. COX | MARY C. COX |
| 9327 EVERWOOD STREET | 9327 EVERWOOD STREET |
| ORLANDO, FLORIDA 32825 | ORLANDO, FLORIDA 32825 |

ARTICLE IX - THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BYLAWS SHALL BE VESTED IN THE SHAREHOLDERS.

ARTICLE X - CALLING OF SPECIAL MEETINGS
SPECIAL MEETINGS OF THE SHAREHOLDERS MAY BE CALLED BY THE PRESIDENT.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING
A MAJORITY OF THE SHARES ENTITLED TO VOTE AND REPRESENTED IN PERSON OR BY PROXY, SHALL CONSTITUTE A QUORUM AT A MEETING OF THE SHAREHOLDERS.

IF A QUORUM IS PRESENT, THE AFFIRMATIVE VOTE OF THE MAJORITY OF THE SHARES REPRESENTED AT THE MEETING AND ENTITLED ON THE SUBJECT MATTER, SHALL BE THE ACT OF THE SHAREHOLDERS.

ARTICLE XII- MANAGEMENT OF THE CORPORATION BY SHAREHOLDERS.
ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

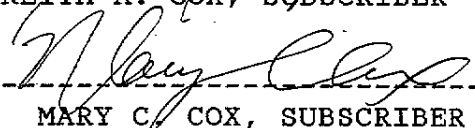
ARTICLE XIII-AMENDMENTS

THE CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 3rd DAY OF DECEMBER, 1998.



KEITH A. COX, SUBSCRIBER



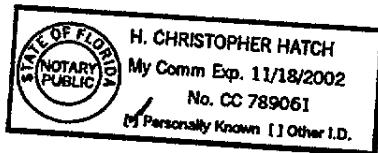
MARY C. COX, SUBSCRIBER

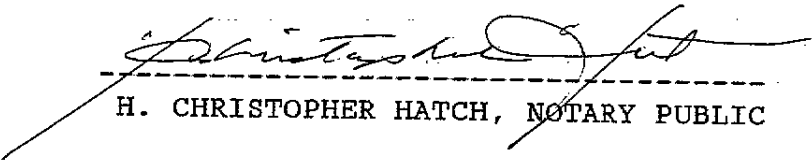
STATE OF FLORIDA:

COUNTY OF ORANGE:

BEFORE ME, A NOTARY PUBLIC, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED KEITH A. COX AND MARY C. COX, KNOWN TO ME AND KNOWN BY ME TO BE THE PERSONS WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THESE ARTICLES OF INCORPORATION.

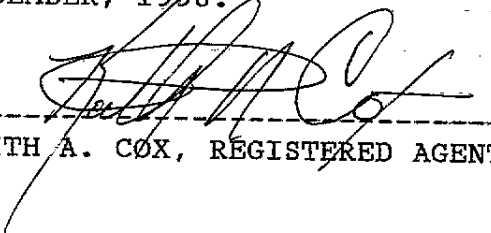
IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 3rd DAY OF DECEMBER, 1998.




H. CHRISTOPHER HATCH, NOTARY PUBLIC

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI, I HEREBY AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THIS 3rd DAY OF DECEMBER, 1998.


KEITH A. COX, REGISTERED AGENT