

ANTHONY, BERRY & DIRITO

ATTORNEYS AT LAW

MALCOLM ANTHONY, P.A.  
MICHAEL L. BERRY, JR., P.A.  
VINCENT J. DIRITO, P.A.

December 2, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

400002710094--6  
-12/11/98-01059--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of MannaSource, Inc.

**EFFECTIVE DATE**  
12-2-98

Dear Sirs:

Enclosed are the original, executed articles of incorporation for the above referenced corporation along with the appointment for statutory agent, which I request that you file with the division of corporations. Also enclosed is my law firm check in the amount of \$70.00 payable to the Florida Secretary of State to cover the applicable filing fees.


Please send your letter confirming the incorporation to:

MannaSource, Inc.  
c/o Michael L. Berry, Jr., Esq.  
Anthony, Berry & DiRito  
Four Sawgrass Village, Suite 205  
Ponte Vedra Beach, FL 320282

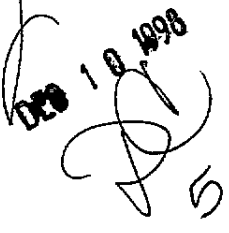
Thank you for your assistance.

Sincerely,

ANTHONY, BERRY & DIRITO

  
Michael L. Berry, Jr.

MLBJr/II  
Enclosure

  
DEC 10 1998

**ARTICLES OF INCORPORATION  
OF  
MannaSource, Inc.**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation is MannaSource, Inc.

**EFFECTIVE DATE**  
12-2-98

**ARTICLE II**

**Term of Existence**

The corporation shall have perpetual existence, commencing upon December 2, 1998, or such other date no more than five (5) days prior to the filing of these Articles of Incorporation with the Florida Department of State, whichever is later.

**ARTICLE III**

**General Purpose of Corporation**

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights, and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

**ARTICLE IV**

**Principal Office**

The principal office and mailing address of the corporation will be located at 12933 Helm

Drive, Jacksonville, FL 32258.

## **ARTICLE V**

### **Capital Stock**

The corporation is authorized to issue one hundred thousand (100,000) shares of common stock, having a par value of \$ .01 per share.

## **ARTICLE VI**

### **Preemptive Rights**

All holders of the corporation's common stock shall have preemptive rights with respect to any stock issued by the corporation subsequent to the date on which such shareholder purchased his or her shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his or her proportionate ownership interest in the corporation will remain the same.

## **ARTICLE VII**

### **Indemnification**

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of any act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's bylaws and shall not deviate therefrom without amending said bylaws.

## **ARTICLE VIII**

### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is Four Sawgrass Village, Suite 205, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Michael L. Berry, Jr.


**ARTICLE IX**

**Incorporator**

The name and address of the incorporator of this corporation is:

L. Paul Walker  
12933 Helm Drive  
Jacksonville, FL 32258

IN WITNESS WHEREOF, the incorporator has executed these Articles on December 2,  
1998.

  
L. Paul Walker


**MannaSource, Inc.**

**APPOINTMENT OF STATUTORY AGENT**

The undersigned, MannaSource, Inc., a Florida corporation, with its principal office in Jacksonville, Duval County, Florida, hereby appoints Michael L. Berry, Jr., a natural person residing in St. Johns County, Florida, as its statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the undersigned may be served. The complete address of said statutory agent is Four Sawgrass Village, Suite 205, Ponte Vedra Beach, FL 32082.

Dated: December 2, 1998.

MannaSource, Inc.

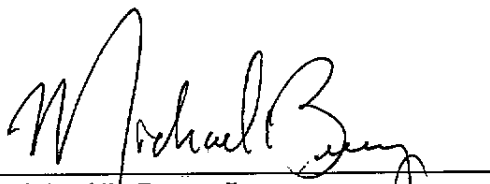
By:   
L. Paul Walker

**ACCEPTANCE OF APPOINTMENT**

TO: MannaSource, Inc.

The undersigned hereby accepts appointment as statutory agent of the above corporation upon whom any process, notice or demand required or permitted by statute may be served, and hereby confirms that he is familiar with, and accepts, the obligations of that position.

December 2, 1998.

  
Michael L. Berry, Jr.