

REXFORD R. KOCH, CPA, P.A.
Certified Public Accountant
252 W. Olympia Avenue
Punta Gorda, FL 33950

Tel: (941) 637-0544
Fax: (941) 637-9693

P98000106534

December 22, 1998

Ms. Doris Brown, Document Specialist
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32399

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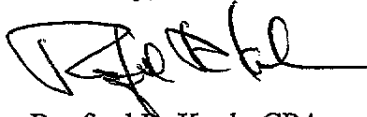
SUBJECT: S. MEISSNER, INC.

Enclosed please find the original and one copy of Articles of Incorporation for S. MEISSNER, INC.

We are also enclosing a pre-addressed Airborne Express envelope. Please use this envelope to return the stamped copy of the accepted articles to my office.

Please call the above number if you have any questions.

Sincerely,



Rexford R. Koch, CPA

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 4: 02

Enclosures: Signed original Articles of Incorporation and one copy
Return envelope
Copy of your Letter Number: 198A00059120 dated 12-15-98

*789,2544,2550
W/98-28091*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 15, 1998

REXFORD R. KOCH, CPA, P.A.
252 W. OLYMPIA AVENUE
PUNTA GORDA, FL 33950

SUBJECT: MEISSNER, INC.
Ref. Number: W98000028091

We have received your document for MEISSNER, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 198A00059120

ARTICLES OF INCORPORATION

OF

S. MEISSNER, INC.

98 DEC 14 PM 4:02
DIVISION OF CORPORATIONS
STATE OF FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is S. MEISSNER, INC., (hereinafter, "Corporation").

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The street address of the principal office of this Corporation is 2273 S. Tamiami Trail, Venice, Florida 34284.

ARTICLE 4 – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Sherann H. Meissner
18012 O'Hara Drive
Port Charlotte, Florida 33948

ARTICLE 5 – OFFICERS

The officers of the Corporation shall be:

President:	Don W. Meissner
Vice President:	Sherann H. Meissner
Secretary:	Sherann H. Meissner
Treasurer:	Sherann H. Meissner

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 – DIRECTORS

The Director(s) of the Corporation shall be:

Don W. Meissner
Sherann H. Meissner

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 – CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 – TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes; and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12- REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is located at 18012 O’Hara Drive, Port Charlotte, Florida 33948. The name and street address of the registered agent of this Corporation is Sherann H. Meissner, 18012 O’Hara Drive, Port Charlotte, Florida 33948.

ARTICLE 13 – BYLAWS

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

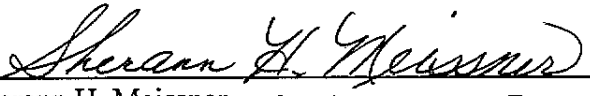
ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

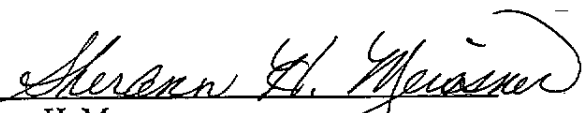
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____.



Sherann H. Meissner

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

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.

By: 

Sherann H. Meissner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 14 PM 4: 03