

998000107484

December 21, 1998

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

700002721777--0
-12/24/98--01039--003
*****70.00 *****70.00

Dear Sir:

Per instructons please find my money order for \$70.00 for the New Filing of our corporation, MARLEE PROPERTIES CORP. a Florida corporation.

I trust that this will be processed as a 1998 Filing and look forward to recieving our Charter Number.

Thank you for your consideration in this matter.

M. Melton

M. Melton

encl. M.O.
313 S. H. St., Lake Worth, Fl 33460

FILED
98 DEC 24 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

marlee properties corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to incorporate under the laws of State of Florida, hereby submit the following:

ARTICLE I

The name of the corporation is marlee properties corp.

ARTICLE II

The general purpose for which the corporation is organized is to engage in any lawful business permitted for corporations under the Florida General Corporation Act.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The aggregate number of shares which the corporation is authorized to issue is five thousand. The par value of each share shall be ten cents. The shares shall be of a single class.

ARTICLE V

The street address of the corporation's principal place of business is 313 South H Street, Lake Worth, Florida 33460.

ARTICLE VI

The registered agent of the corporation is Lee Rhodes, whose address is 313 South H Street, Lake Worth, Florida 33460, and the corporation's registered office shall be at that address.

ARTICLE VII

The number of directors constituting the initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

M. Melton, 313 South H. Street, Lake Worth, Fl 33460
Lee Rhodes, 313 South H. Street, Lake Worth, Fl 33460

ARTICLE VIII

The name and address of each incorporator of the corporation
is: M. Melton, 313 South H. Street, Lake Worth, Fl 33460.
Lee Rhodes, 313 South H. Street, Lake Worth, Fl 33460.

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 17 day of Dec, 1998.

M. Melton
M. MELTON

Lee Rhodes
LEE RHODES

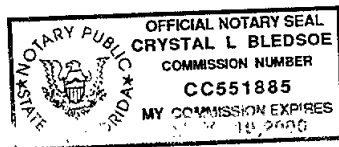
STATE OF FLORIDA)
SS
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public duly authorized to take acknowledge-
ments in the State and County aforesaid, personally appeared , personally
appeared M. Melton, known to me and by me to be the person who
executed the foregoing Articles of Incorporation, and tshe acknowledged
before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal in the State and County aforesaid this 17 day of
Dec., 1998.

Crystal L Bledsoe
NOTARY PUBLIC

My Commission Expires:



The following is submitted pursuant to Chapter 48
Florida Statutes:

That marlee properties corp., desiring to organize under
the laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation in the City of Lake
Worth, State of Florida, has named Lee Rhodes, 313 South H. Street
Lake Worth, Florida 33460, as its agent to accept service of
process within this State.

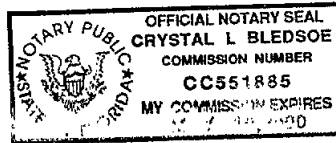
ACKNOWLEDGEMENT: Having been named to accept service of
process for the above stated corporation at the place designated
in the Articles of Incorporation, I hereby accept to act in that
capacity and agree to comply with the provisions of the Florida
Corporation Act regarding keeping said corporation's registered
office open.

Lee Rhodes
REGISTERED AGENT

Sworn To, Subscribed and acknowledged before me by Lee Rhodes
this 17 day of Dec, 1998.

Crystal L Bledsoe
NOTARY PUBLIC

My Commission Expires:



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98 DEC 24 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA