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Raymond L. Ballou, P.A.

Post Office Box 47565
St. Petersburg, Florida 33743

(813) 363-8120
Telecopier (813) 367-7902
727-381-8811

Decembe 28, 1998

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

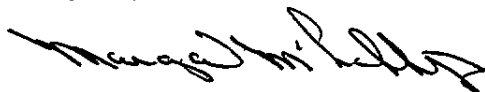
4000002726194--6
-12/30/98--01044--026
*****87.50 *****87.50

RE: Subject: MC's, INC.
Return Address: P.O. Box 47565, St. Petersburg, FL 33743

Enclosed is an original and one copy of the Articles of Incorporation for the above company.
Please file in your offices and return a certified copy to this office.

I am enclosing a check in the amount of \$87.50, covering the filing fee (\$70.00), one certified
copy of Articles (\$8.75) an Certificate of Status (\$8.75).

Very truly yours,



Margaret A. McLafferty

Enclosures (3)

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-12/30/98--01044--026
*****87.50 *****87.50

7989 Causeway N.
St. Petersburg, FL
33706

FILED
98 DEC 30 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Margaret _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT article 6
DATE 2-1-99
DOC. EXAM BR

2. BROCK JAN 12 1999
W990000000036
02344

Margaret A. McLafferty
P.O. Box 47565
St. Petersburg, FL 33743

January 7, 1999

Florida Department of State
Divisions of Corporations
Attn: Beth Register
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Register:

Pursuant to our telephone conversation of January 6, 1999, I am aware that there is an existing corporation with the name of M & C Corporation. Please go ahead and file my corporation under the name MC'S INC.

Should you have any questions please contact me at 727/381-8822. Thank you for your cooperation with this matter.

Very truly yours,



Margaret A. McLafferty

Enclosures (Package returned)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 4, 1999

MARGARET A. MCLAFFERTY
RAYMOND L. BALLOU, P.A.
P.O. BOX 47565
ST. PETERSBURG, FL 33743

SUBJECT: MC'S, INC.
Ref. Number: W99000000036

We have received your document for MC'S, INC. and your check(s) totaling \$87.50. 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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 699A00000048

ARTICLES OF INCORPORATION
OF
MC's, INC.

FILED
98 DEC 30 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of this corporation is MC's, INC.

2. ADDRESS. The principal office and initial mailing address of the corporation is: P.O. BOX 47565, ST. PETERSBURG, FLORIDA 33743

3. Duration. The period of its duration is perpetual.

4. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. Capital Stock. The corporation is authorized to issue one hundred (100) shares of common stock at no par value.

6. Initial Registered Office and Agent. The name and address of the initial registered agent of this corporation is as follows:

MARGARET A. McLAFFERTY 7989 Causeway North
P.O Box 47565 St Petersburg, FL 33706
St. Petersburg, Florida 33743

7. Incorporator. The name and address of the incorporator signing these Articles of Incorporation is:

Name

Address

MARGARET A. McLAFFERTY P.O. Box 47565
St. Petersburg, FL 33743

8. By-Law Amendment. The power to adopt, alter, amend or

repeal the By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

9. Indemnification. The corporation may be empowered to indemnify any officer, or any former officer, in the manner set out and provided for in the By-Laws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

10. Corporate Affairs. The affairs of the corporation shall be managed by its shareholders.

11. Amendment of Articles. This 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.

12. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by

affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

13. Informal Action of Shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by all the stockholders who would be entitled to vote upon such action at a stockholders meeting and filed with the Secretary of the corporation as part of the corporate records.

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

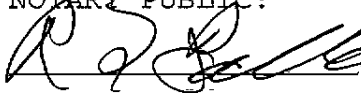
IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent has executed these Articles of Incorporation this 28 day of December, 1998.

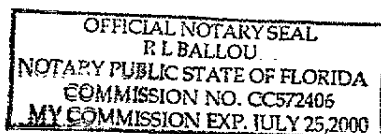
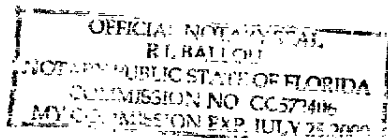

MARGARET A. MCLAFFERTY

STATE OF FLORIDA)
) ss.
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 28 day of December, 1998, by MARGARET A. MCLAFFERTY, who is personally known to me and who did take an oath.

NOTARY PUBLIC:


Print Name
State of Florida at Large (Seal)
My Commission Expires



FILED
98 DEC 30 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA