

P99000009259
KENNETH R. FOUNTAIN, P.A.*Attorney at Law***TRANSMITTAL LETTER**

January 25, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Subject: MICHAEL S. NEWMAN, INC.

Dear Sir/Madam:

Enclosed is the original and two copies of the Articles of Incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation for the referenced corporation.

Please return the date stamped copies of the filed Articles of Incorporation AND Designation and Acceptance of Registered Agent to the address noted below. Thank you for your assistance, and should you have any questions concerning this matter, please do not hesitate to contact me.

A check for \$70.00 is enclosed. This represents payment for:

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-01/26/99--01077--021

*****70.00 *****70.00

Articles of Incorporation

Designation of and Acceptance by a Registered Agent

FROM:

Kenneth R. Fountain

Kenneth R. Fountain, Esq.

Attorney at Law

Kenneth R. Fountain, P.A.

8855 Navarre Parkway

Navarre, Florida 32566

(850) 939-3535

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
MICHAEL S. NEWMAN, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is:

Michael S. Newman, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

213 Matties Way, Destin, Florida, 32541.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 100, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are:

Michael S. Newman, 213 Matties Way, Destin, Florida 32541.

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TALLAHASSEE, FLORIDA

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is:

Names

Addresses

Michael S. Newman

213 Matties Way

Destin, FL 32541

The undersigned has executed these articles of incorporation on January 22, 1999.



Michael S. Newman
Incorporator

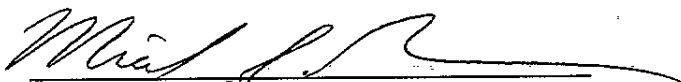
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Michael S. Newman, Inc.
2. The name and address of the registered agent and office is:

Michael S. Newman
213 Matties Way
Destin, Florida 32541

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.


Michael S. Newman

January 22, 1999

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