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ATTORNEYS AT LAW  
STAACK, SLATER, SIMMS & YOUNG, LLP

121 N. Osceola Avenue, 2nd Floor, Clearwater, FL 33755  
Phone: (727) 441-2635 Fax: 461-4836

36402 U.S. Highway 19 N., Palm Harbor, FL 34684  
Phone: (727) 787-7773; Pasco: (727) 372-0677; Fax: (727) 787-7668

VICTOR R. GUZMAN\*  
LOUANNE S. LOVE\*\*  
CHARLES E. MONTY  
JOHN S. SIMMS

\*Also admitted in New York  
\*\*Also admitted in Kentucky  
\*\*\*Bar Certified Attorney: Real Estate

JAMES L. SLATER  
JAMES A. STAACK\*\*\*  
ANDREW M. WIECZORKOWSKI  
BRUCE R. YOUNG

E-MAIL:Staack-firm.com  
Website:www.staack-firm.com  
toll free legal information service  
1(800)459-9406

99 JAN 29 AM 10:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please Respond to: Clearwater

January 27, 1999

The Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/29/99--01059--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: MONROE & MONROE ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed herewith please find two original executed Articles of Incorporation for the above referenced corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$78.75 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	\$ 78.75

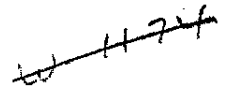
Kindly return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your attention to this matter.

Sincerely,

  
Louanne S. Love

LSL/bb  
Enclosures

  
F. CHESSER FEB 2 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**MONROE & MONROE ENTERPRISES, INC.**

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is MONROE & MONROE ENTERPRISES, INC.

**ARTICLE II**

The street address of the initial principal office of the corporation is:

28050 U.S. Highway 19 N.  
Suite 208  
Clearwater, FL 33761

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TALLAHASSEE, FLORIDA

**ARTICLE III**

The corporation shall have perpetual existence.

**ARTICLE IV**

This corporation is organized for the purpose of any and all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE V**

The corporation is authorized to issue a total of 5,000 shares. Such shares shall be of a single class and shall have no par value.

**ARTICLE VI**

All issued stock shall be held of record by not more than thirty-five (35) persons or entities and shall be issued and transferable only to persons or entities who are not non-resident alien.

## ARTICLE VII

Stockholders of the corporation shall have the preemptive right to subscribe to any and all additional issues of stock of the corporation.

## ARTICLE VIII

The street address of the initial registered office of the corporation is 121 N. Osceola Avenue, 2nd Floor, Clearwater, FL 33755 and the name of the initial registered agent of the corporation at that address is Louanne S. Love, Esq. of Staack, Slater, Simms & Young, LLP.

## ARTICLE IX

The initial board of directors shall be comprised of the following:

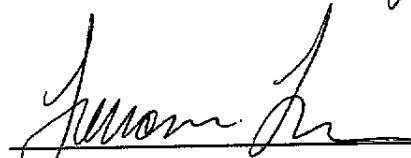
Charles H. Monroe, III	Director
William C. Monroe	Director

## ARTICLE X

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

Louanne S. Love, Esq.  
Staack, Slater, Simms & Young, LLP  
121 N. Osceola Ave., 2nd Floor  
Clearwater, FL 33755

The undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of January, 1999.

  
Louanne S. Love, Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, 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: **MONROE & MONROE ENTERPRISES, INC.**
2. The name and address of the registered agent and office is:

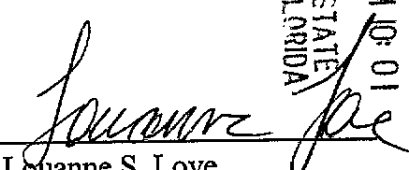
Louanne S. Love, Esq.

Staack, Slater, Simms & Young, LLP

121 N. Osceola Ave., 2nd Floor

Clearwater, FL 33755

SIGNATURE

  
Louanne S. Love

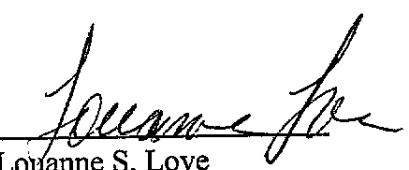
TITLE: Incorporator

DATE: 1-27-99

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

SIGNATURE

  
Louanne S. Love

DATE: 1-27-99