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RANO, CAUVEL & CEELY, P. A.

ATTORNEYS AT LAW

233 EAST RICH AVENUE

DELAND, FLORIDA 32724

ERNEST A. RANO (1907-1980)
HOWARD L. CAUVEL
MARY ELLEN CEELY

TELEPHONE
(904) 734-2131

February 5, 1999

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

RE: MARY GOODFELLOW, INC.
Articles of Incorporation

000002772470--7
-02/11/99-01029-012
****122.50 *****78.75

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation, together with my firm check in the amount of \$122.50, to cover costs as follows:

Filing fee	35.00
Certified copy of Articles	52.50
Designation of Registered Agent	<u>35.00</u>

\$122.50

Please file these Articles of Incorporation at your earliest convenience and return the certified copy to me.

Very truly yours,

RANO, CAUVEL & CEELY, P.A.

BY: 
HOWARD L. CAUVEL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 11 PM 1:23

FILED

HLC/jdm
enclosures

2/12/99
HLC

ARTICLES OF INCORPORATION

OF

MARY GOODFELLOW, INC.

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I:

The name of the Corporation is:

MARY GOODFELLOW, INC.

ARTICLE II:

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III:

PURPOSE

This Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV:

CAPITAL STOCK

The total number of shares of stock that this corporation is authorized to have outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, of a single class, having a nominal or par value of TEN CENTS (.10) per share.

ARTICLE V:

PREEMPTIVE RIGHT GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI:

REGISTERED OFFICE

The registered office and principal place of business of the corporation shall be: 121 SOUTH GROVE, DELAND, FLORIDA, 32724, and MARY VIELLEUX, whose business address is identical to such registered office as its registered agent.

ARTICLE VII:

The business of the corporation and the conduct of its affairs shall be managed by its common shareholders and this provision shall be binding upon all common shareholders, its transferees, and assigns, and shall be valid only so long as its shares are not listed on the National Security Exchange or regularly quoted in an over the counter market.

ARTICLE VIII:

The names and addresses of the initial shareholders of the corporation, all of whom are of full age and citizens of the United States are as follows:

ARTICLE IX:

The principal officers of this corporation shall be a President. Additional officers and agents may be appointed or elected as provided by the By-Laws. The name, title and address of the first officer of the corporation who shall hold office subject to the provisions of the articles of Incorporation, the By Laws of the corporation, and the laws of the State of Florida, for the first year of the corporation's existence, or until her successors are elected or appointed and have qualified is as follows:

President:
MARY VEILLEUX
4367 South Peninsula
Daytona Beach, FL 32017

ARTICLE X:

The name and address of each person signing these Articles of Incorporation as subscriber is as follows:


MARY VEILLEUX
4367 South Peninsula
Daytona Beach, FL 32017


ARTICLE XI:

Amendment to these Articles of Incorporation may be made in the manner provided by law and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned subscriber have hereunto set my hand and seal to the above Articles of Incorporation effective this 5th day of February, 1999.

Signed, sealed and delivered
in the presence of:


HOWARD L. CAUVEL

 (SEAL)
MARY VEILLEUX

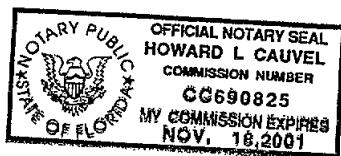

DENISE MACDONALD

STATE OF FLORIDA
COUNTY OF VOLUSIA

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared MARY VEILLEUX, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of February, 1999.


HOWARD L. CAUVEL
Notary Public, State of Florida



RESIDENT AGENT APPOINTMENT ACCEPTANCE

I, MARY VEILLEUX, hereby accept the appointment of registered agent of MARY GOODFELLOW, INC., I am familiar with and accept the obligations of Florida Statutes 607.325. . . .


MARY VEILLEUX

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA