

William G. Povlitz

ATTORNEY & COUNSELOR AT LAW

1207 Third Street South, Suite 5
Naples, Florida 34102-7232
(941) 262-1314
(941) 262-3517 Fax

21002 Mack Avenue
Grosse Pte. Wds., MI 48236
(313) 886-5085

P 99000035605
April 5, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

500002841955--9
-04/16/99-01054--004
****122.50 *****78.75

RE: Micah & Company, Inc.
Articles of Incorporation

Dear Sir:

EFFECTIVE DATE
4-14-99

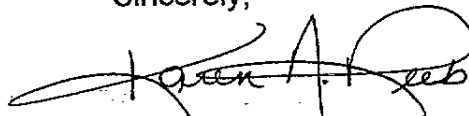
Enclosed please find the Articles of Incorporation, along with our firms check in the amount of \$122.50, for the above referenced corporation.

The \$122.50 filing fee includes the following:

- | | | |
|----|------------------------------|-------|
| 1. | Filing Fee of | 35.00 |
| 2. | Registered Agent Designation | 35.00 |
| 3. | Certified Copy | 52.20 |

As always, I thank you for your courtesy and professionalism in this matter.


Sincerely,



Karen A. Reeb
Legal Assistant to
William G. Povlitz, Esquire

/kar
Enclosures

FILED
99 APR 16 PM 3.37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/19/99


EFFECTIVE DATE
4-14-99

ARTICLES OF INCORPORATION
OF
MICAHA & COMPANY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

- 1.01. The name of the corporation shall be:

MICAHA & COMPANY, INC.

ARTICLE II COMMENCEMENT AND DURATION

- 2.01. The corporation is to commence its corporate existence on the date of the subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III PURPOSE

- 3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV PRINCIPAL OFFICE

- 4.01. The principal place of business and mailing address of this corporation shall be:

3745 Tamiami Trail North
Naples, Florida 34103

ARTICLE V CAPITAL STOCK

- 5.01. The number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares at one dollar (\$1.00) par value of a single class designated as Common Stock.

ARTICLE VI BOARD OF DIRECTORS

- 6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

FILED
99 APR 16 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 6.02. Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.
- 6.03. The corporation shall have three (3) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation, but will never be fewer than one (1). The names and addresses of the initial directors are:

President:	Micah Wells)	
)	
Vice President:	Jonathan C. Osburn)	3745 Tamiami Trail North
)	Naples, Florida 34103
Secretary - Treasurer:	William G. Povlitz)	

ARTICLE VII BYLAWS

- 7.01. The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.
- 7.02. The affirmative vote of the holders of at least sixty-five percent (65%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

ARTICLE VIII AMENDMENT

- 8.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least sixty-five percent (65%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE IX PREEMPTIVE RIGHTS

- 9.01 Every shareholder shall have the right to purchase his/her pro-rata share of any new stock of this corporation of the same kind, class, or series as that which he/she already holds at the price at which said stock is offered to others.

ARTICLE X INITIAL REGISTERED AGENT AND STREET ADDRESS

- 10.01. The name and address of the initial registered agent is:

William G. Povlitz, Esq.
1207 Third Street South, Suite 5.
Naples, Florida 34102-7232

ARTICLE XI INDEMNIFICATION

11.01. The corporation shall indemnify any officer(s) or director(s), or any former officer(s) or director(s), or any person exercising powers and duties as an officer or director of the corporation to the full extent permitted by law.

ARTICLE XII INCORPORATOR

12.01. The name and street address of the incorporator to these Articles of Incorporation is:

William G. Povlitz, Esq.
1207 Third Street South, Suite 5.
Naples, Florida 34102-7232

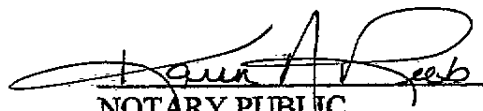
The undersigned incorporator has executed these Articles of Incorporation this April 14, 1999.


William G. Povlitz, Esq.

STATE OF FLORIDA)
)§
COUNTY OF COLLIER)

Before me personally appeared **WILLIAM G. POVLITZ**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of April, 1999.


NOTARY PUBLIC
Print Name: KAREN A. REEB
My Commission Expires:

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

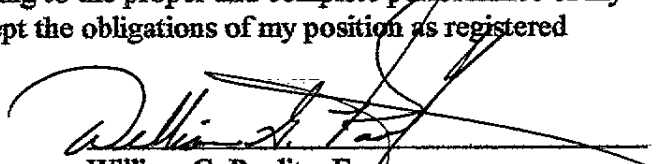
**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE
STATE OF FLORIDA,**

1. The name of the corporation is: **MICAH & COMPANY, INC.**

2. The name and address of the registered agent/office is:

**William G. Povlitz, Esq.
1207 Third Street South, Suite 5.
• Naples, Florida 34102-7232**

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.


William G. Povlitz, Esq.

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314

FILED
99 APR 16 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA