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April 22, 1999

Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: New Corporation Filing
MICHAMEG, INC.

To Whom It May Concern:

Enclosed please find the following for your consideration:

1. Articles Of Incorporation for MICHAMEG, INC.

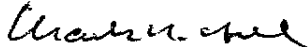
2. Mark R. Hall Trust account check in the amount of \$78.75 for the filing fee of \$35.00; Registered Agent Designation fee of \$35.00; and certified copy of Articles Of Incorporation fee of \$8.75

Once the Articles Of Incorporation have been filed, please forward the certified copy to the address above.

Thank you for your attention to these matters.

Very truly yours,

MARK R. HALL, P.A.



MARK R. HALL

MRH/srr
Enclosures

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*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 PM 3:36

APR 28 1999

ARTICLES OF INCORPORATION
OF
MICHAMEG, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR 26 PM 3:37

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following Articles Of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The Name of the Corporation ("Corporation") is MICHAMEG, INC.

ARTICLE II

The existence of the Corporation shall begin on the date the Corporation is deemed filed by the State Of Florida.

ARTICLE III

The street address of the principal office of the Corporation is 812 Timberlane Drive, New Smyrna Beach, Florida 32168.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 124 Faulkner Street, New Smyrna Beach, Florida 32168. The initial registered agent for the Corporation at that address is Mark R. Hall, Esquire.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in

accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

HARRY VAN IDERSTINE
812 Timberlane Drive
New Smyrna Beach, Florida 32168

ARTICLE VII

The names and street addresses of the persons signing these Articles Of Incorporation are:

HARRY VAN IDERSTINE
812 Timberlane Drive
New Smyrna Beach, Florida 32168

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

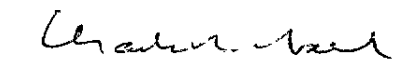
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation on this 21 day of April, 1999.


HARRY VAN IDERSTINE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for EDUCATIONAL THERAPY FOR ALL PEOPLE at the place designated in the Articles Of Incorporation, the undersigned is familiar with and accepts the obligations of the position pursuant to Florida Statute 607.0501(3).

DATED this 21st day of April, 1999.


MARK R. HALL, ESQUIRE