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MENI KANNER
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PINELLAS PARK, FLORIDA 33781

TELEPHONE 544-8824
OR 546-9802
AREA CODE 727
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PLEASE REFER TO FILE
No. _____

July 14, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 323

900002935079--1
-07/19/99--01106--008
****122.50 *****78.75

RE: MAINLANDS PROPERTIES, INC.,
a Florida Corporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of MAINLANDS PROPERTIES, INC., a Florida corporation, together with the Registered Agent form for same. Also enclosed is my Trust Account check in the amount of \$122.50, representing your filing fee and the cost for obtaining a certified copy for our files.

Please file the enclosed Articles and return a file-stamped, certified copy to my office in the stamped and addressed envelope provided.

If you have any questions, please do not hesitate to contact me.

Thank you for your continued cooperation with my office.

Very truly yours,



MENI KANNER

MK/jlm
Enclosures

FILED
99 JUL 19 PM 6:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-26
10-5

**ARTICLES OF INCORPORATION
OF
MAINLANDS PROPERTIES, INC.**

FILED
99 JUL 19 PM 6:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be: Mainlands Properties, Inc., a Florida Corporation.

ARTICLE II

The general nature of the business to be transacted by this Corporation is:

A. To conduct the transaction of any and all lawful business for which the corporation may be permitted to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

B. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfer of corporation property, or other instruments to secure the payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

D. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporations of the State of Florida, or any other government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership,

including the right to vote such stock.

ARTICLE III

A. The maximum number of stock that this Corporation is authorized to have outstanding at any one time is 5,000 shares of Common Stock having a nominal or par value of \$1.00.

B. The holders of stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonably approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The registered office and principal office of this Corporation in the State of Florida is, 9185 U. S. Highway 19 North, Pinellas Park, Florida, 33782, and the Registered Agent at the same address is Lester R. Breeden. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

This Corporation shall not have less than two (2) Directors initially, none of whom shall be required to be Stockholders. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the first Board of Directors and Officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
LESTER R. BREEDEN	9185 U. S. Highway 19, N. Pinellas Park, FL 33782	President/Director
JANET M. BREEDEN	9185 U. S. Highway 19 N. Pinellas Park, FL 33782	Secretary/Treasurer/ Director

ARTICLE VIII

The name and post office address of the person signing these Articles of Incorporation:

<u>NAME</u>	<u>ADDRESS</u>
LESTER R. BREEDEN	9185 U. S. Highway 19 N. Pinellas Park, FL 33782

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Lester R. Breedon (SEAL)
LESTER R. BREEDEN

STATE OF FLORIDA:

COUNTY OF PINELLAS:

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the

State and County named above to take acknowledgments, personally appeared LESTER R. BREEDEN, who has produced Florida D. L. as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed the said Articles of Incorporation freely and voluntarily, for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 14th day of July, 1999.


NOTARY PUBLIC

NOTARY PUBLIC-STATE OF FLORIDA
JEANETTE L. MURTHA
COMMISSION NUMBER CC 577667
EXPIRES OCTOBER 6, 2000
AMERICAN SURETY ASSOCIATES
1-888-NOTARY-1

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

The Following is submitted, in compliance
with Chapter 48.091, Florida Statutes:

* * * * *

Mainlands Properties, Inc., a corporation organized (or organizing) under the Laws of the State of Florida, with its principal offices at 9185 U.S. Highway 19 N., in the City of Pinellas Park, County of Pinellas, State of Florida, has named Lester R. Breeden, located at the same address, as its agent to accept service of process within this State.

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
<u>Lester R. Breeden</u>	<u>President</u>	<u>9185 U.S. Highway 19 N.</u> <u>Pinellas Park, FL 33782</u>
<u>Janet M. Breeden</u>	<u>Sec/Treas</u>	<u>9185 U.S. Highway 19 N.</u> <u>Pinellas Park, FL 33782</u>
_____	_____	_____
_____	_____	_____

DIRECTORS:

<u>Lester R. Breeden</u>	<u>As above</u>
<u>Janet M. Breeden</u>	<u>As above</u>
_____	_____
_____	_____

BY: Lester R. Breeden, President
(Corporate Officer)

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the Florida address noted above) in some conspicuous place in office as required by law.

Lester R. Breeden, President
(Registered Agent)