

LAW OFFICES OF DALE L. BERNSTEIN
ATTORNEYS AT LAW

PLEASE REPLY TO MAIN OFFICE:

BRANCH OFFICE:

DALE L. BERNSTEIN
SHIRLEY K. HART *
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7637 STATE ROAD 52
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5308 SPRING HILL DRIVE
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(352) 688-5297

TELEPHONE: (727) 862-4411
FACSIMILE: (727) 862-5152

*OF COUNSEL

July 26, 1999

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

RE: SCOTT MACKINLAY, INC.

Gentleman:

Enclosed herewith please find the original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office with regard to the above captioned matter. Please file the same and return a file-stamped copy to the undersigned. We are enclosing a check in the amount of \$78.75 for filing fees.

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

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

Very Truly Yours,

DALE L. BERNSTEIN, ESQ.

DLB/rb
Enclosures

corporate\letters\Scott Mackinlay secstate.wpd

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of this Corporation shall be:

SCOTT MACKINLAY, INC.

ARTICLE II PRINCIPAL OFFICE

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

**9022 PAR COURT
HUDSON, FLORIDA 34669**

ARTICLE III CAPITAL STOCK

The number of shares that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) Shares

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

**SCOTT MACKINLAY
9022 PAR COURT
HUDSON, FLORIDA 34669**

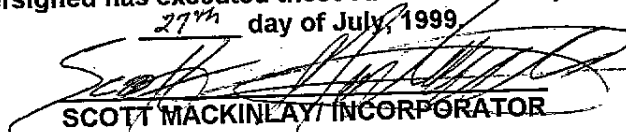
ARTICLE V INCORPORATOR

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

**SCOTT MACKINLAY
9022 PAR COURT
HUDSON, FLORIDA 34669**

The undersigned has executed these Articles of Incorporation this

27th day of July, 1999


SCOTT MACKINLAY, INCORPORATOR

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

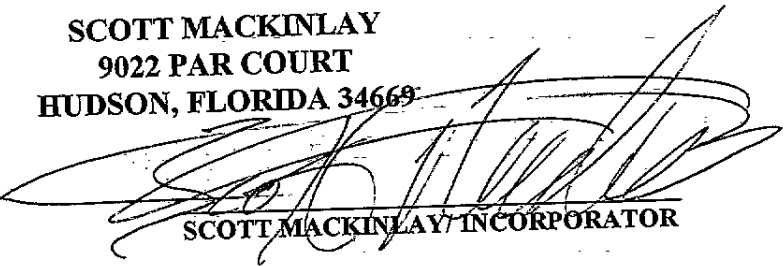
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

SCOTT MACKINLAY, INC.

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

**SCOTT MACKINLAY
9022 PAR COURT
HUDSON, FLORIDA 34669**


SCOTT MACKINLAY INCORPORATOR

7, 27, 99
(date)

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.


SCOTT MACKINLAY INCORPORATOR

7, 27, 99
(date)