

P99000071637

Mayaguez Holdings, Inc.
111 W. Fortune Street
Tampa, Florida 33602
(813) 229-6686 Telephone
(813) 223-9734 Facsimile

August 5, 1999

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-08/06/99--01024--005
*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: Mayaguez Holdings, Inc.

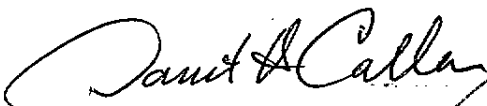
Ladies and Gentlemen:

Enclosed for filing are Articles of Incorporation of Mayaguez Holdings, Inc. Also enclosed is a check in the amount of \$78.75 representing the filing fee for this corporation.

Please return a conformed "filed" copy of the Articles of Incorporation to our office in the envelope provided.

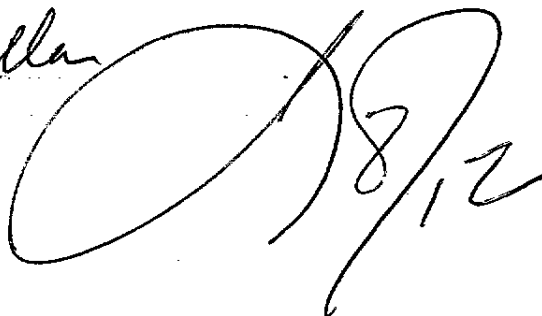
Thank you for your assistance in this matter and if you have any questions or need anything, please call me.

Very truly yours,



David H. Callen
President

DHC/wmb
Enclosures



99 AUG -6 AM 8:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
MAYAGUEZ HOLDINGS, INC.

FILED
99 AUG -6 AM 8:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **MAYAGUEZ HOLDINGS, INC.** and its mailing address is 111 West Fortune Street, Tampa, FL 33602.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$0.10 per share.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is:

DAVID H. CALLEN
111 W. Fortune St.
Tampa, FL 33602

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII
Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE VIII
Registered Office and Agent

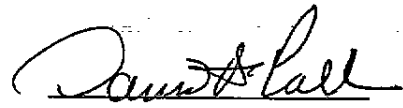
Section 1. The street address of the initial registered office of the Corporation shall be 111 West Fortune Street, Tampa, Florida 33602.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **DAVID H. CALLEN**.

ARTICLE IX
Incorporator

The Incorporator is **DAVID H. CALLEN** whose address is 111 West Fortune Street, Tampa, Florida 33602.

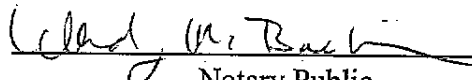
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 5th day of August, 1999.


DAVID H. CALLEN


STATE OF FLORIDA
COUNTY OF ~~POLK~~ Hillsborough


The foregoing instrument was acknowledged before me this 5th day of August, 1999, by DAVID H. CALLEN, who is personally known to me.

My Commission Expires:


Notary Public

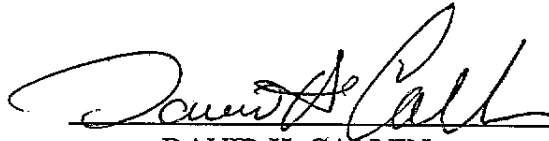
(SEAL)

 Wendy M Boehm
My Commission CC666543
Expires March 17, 2001

 Wendy M Boehm
My Commission CC666543
Expires March 17, 2001

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **MAYAGUEZ HOLDINGS, INC.**, as stated in these Articles of Incorporation.


DAVID H. CALLEN

FILED
99 AUG - 6 AM 8:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA