

P99000096973

LARSEN & ASSOCIATES, P.A.
ATTORNEYS AND COUNSELORS AT LAW

RICHARD E. LARSEN*
FRANK RUGGIERI

*ADMITTED IN FLORIDA AND ILLINOIS

34 E. PINE STREET
ORLANDO, FLORIDA 32801
TELEPHONE (407) 841-6555
FACSIMILE (407) 425-8536

November 1, 1999

Florida Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

Re: Articles of Incorporation
M.A. Simmons, Inc.

500003033245--1
-11/02/99-01110-004
*****70.00 *****70.00

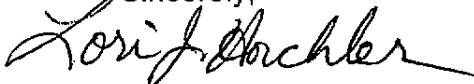
Dear Sir or Madam:

I am enclosing herewith an original of Articles of Incorporation (and one copy) for the above-named corporation for filing. In addition, a check in the amount of \$70.00 is enclosed representing the following:

| | |
|-----------------------|----------|
| Filing fee: | \$ 35.00 |
| Registered agent fee: | \$ 35.00 |
| Total: | \$ 70.00 |

Upon filing, please return a copy of the Articles of Incorporation to the undersigned. Your prompt attention to this matter is greatly appreciated.

Sincerely,



Lori J. Horchler,
Paralegal

/ljh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -2 AM 8:35

B. McKnight NOV - 4 1999

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -2 AM 8 35

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is:

M.A. Simmons, Inc.

2. **Duration.** The period of its duration is perpetual.

3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **Capital Stock.** The corporation is authorized to issue 100 shares of capital stock, all of one class.

5. **Initial Registered Office and Agent.** The name and address of the initial Registered Agent and Registered Office of this corporation is as follows:

Maureen Simmons
5275 Red Bug Lake Road, Suite 117
Winter Springs, Florida 32708

6. **Principal Office/Mailing Address.** The principal office and mailing address of this corporation is as follows:

Maureen Simmons
5275 Red Bug Lake Road, Suite 117
Winter Springs, Florida 32708

7. **Board of Directors.** This corporation shall have 1 director. The number of directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law. The initial director shall be Maureen Simmons.

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Maureen Simmons | 5275 Red Bug Lake Road, Suite 117 Winter Springs, Florida 32708 |

9. **Preemptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares issued immediately prior to the new issue. Any shareholder who does not exercise his right and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive right, shall waive his preemptive right for that issue. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

10. **Management.** The authority to manage this corporation shall be vested in the Board of Directors, subject to the terms and conditions contained in the By-laws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation this 1st day of November, 1999.

INCORPORATOR:

Maureen A. Simmons
Maureen Simmons

REGISTERED AGENT:

Maureen A. Simmons
Maureen Simmons

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -2 AM 8:35

STATE OF FLORIDA
COUNTY OF ORANGE

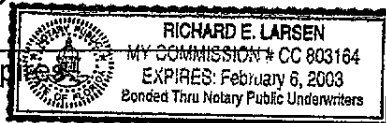
The foregoing instrument was acknowledged before me this 1st day of November 1999 by **Maureen Simmons** who is personally known to me or produced as identification.

[Signature]
Notary Public

Printed Name: _____

My commission expires _____

Commission No.: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Maureen A. Simmons
Maureen Simmons, Registered Agent