

P99000106693

mail to: Division of Corporation  
P.O. Box 6327

Tallahassee, Fl. 32314

cost \$122.50 payable to Dept. of State, send original and 1 copy

X 3 = \$367.50

000003064290--4  
-12/08/99--01043--005  
\*\*\*\*367.50 \*\*\*\*\*78.75

**BANKERS MORTGAGE CORPORATION**

P.O. Box 3006  
KEY LARGO, FLORIDA 33037  
(305) 451-5880

FILED

1999 DEC -8 PM 2:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Correction notice  
sent for II.

DEC 9 1999

ARTICLES OF INCORPORATION  
OF  
MRS. MACS INC.

FILED  
1999 DEC -8 PM 2:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

The name of this corporation is : MRS. MACS INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and of this State.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

ARTICLE V - ADDRESS

The initial registered office of this corporation is 300 ATLANTIC DRIVE, KEY LARGO, FLORIDA 33037, CHRIS SANTE

The mailing address of this corporation is Post Office Box 3006, Key Largo, Florida, 33037.

#### ARTICLE VI - OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold offices for the first year of the corporation's existence, or until their successors are elected or appointed are as follows:

CHRIS SANTE - President / Treasurer  
P.O. Box 3006  
Key Largo, Fl. 33037

PAMELA SANTE - Vice President / Secretary  
P.O. Box 3006  
Key Largo, Fl. 33037

#### ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock in this corporation of the same class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VIII - DIRECTORS

This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is:

CHRIS SANTE  
P.O. Box 3006  
Key Largo, FL. 33037

#### ARTICLE IX - SPECIAL PROVISIONS

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Sub-Chapter S corporation.

FILED

1999 DEC -8 PM 2 33

ARTICLE X - SUBSCRIBER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name and address of the incorporator of this corporation is as follows:

CHRIS SANTE  
P.O. Box 3006  
Key Largo, Fl. 33037

IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 19 Day of NOVEMBER, 1999.

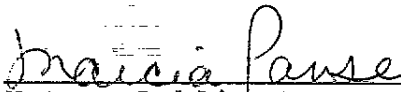
  
SUBSCRIBER

STATE OF FLORIDA  
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared CHRIS SANTE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 19 day of NOVEMBER, 1999.

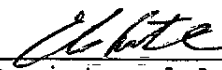


  
Notary Public State of Florida  
(SEAL)

My commission expires:

ACKNOWLEDGEMENT OF REGISTERED AGENT:

Having been named to accept Service of Process for the foregoing corporation at 300 Atlantic Drive, Key Largo, Fl. 33037, I hereby accept to act in this capacity and agree to comply with provisions of Chapter 48.901, Florida Statutes relative to keeping said office open.

  
Registered Agent - CHRIS SANTE