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October 17, 2001

FILED

01 OCT 22 AM 9: 01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32301

Re: M2K, Inc.

600004647616--8  
-10/22/01--01041--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for the above-referenced corporation along with this firm's check in the amount of \$78.75 to cover the following filing costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	\$ 8.75
<b>TOTAL</b>	<b>\$78.75</b>

After you have filed the Articles, please return a certified copy to me.

If you should have any questions, please contact my office.

Sincerely,

GILES & ROBINSON, P.A.

  
John J. Reid

JJR/ab  
enclosures

B. Mitchell OCT 24 2001

**ARTICLES OF INCORPORATION**

**OF**

**M2K, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: M2K, INC.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of the corporation shall be 415 Montgomery Road, Ste. 105, Altamonte Springs, FL 32714 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI  
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Ronald E. Starr. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 415 Montgomery Road, Ste. 105, Altamonte Springs, FL 32714.

ARTICLE VII  
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII  
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death:

<u>Name</u>	<u>Address</u>
Ronald E. Starr	415 Montgomery Road, Ste. 105 Altamonte Springs, FL 32714
Edward F. Hargroves	415 Montgomery Road, Ste. 105 Altamonte Springs, FL 32714
Mitchell K. Kurzner	415 Montgomery Road, Ste. 105 Altamonte Springs, FL 32714
Ted Rowell	415 Montgomery Road, Ste. 105 Altamonte Springs, FL 32714

ARTICLE IX  
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ronald E. Starr	415 Montgomery Road, Ste. 105 Altamonte Springs, FL 32714

ARTICLE X

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI

Indemnification

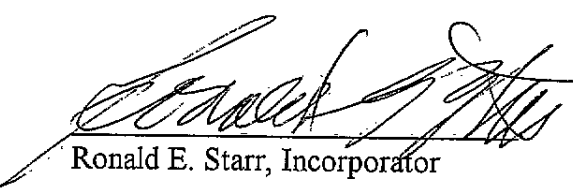
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator executed these Articles of Incorporation this 15<sup>th</sup> day of OCTOBER, 2001.


  
Ronald E. Starr, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:


M2K, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Altamonte Springs, State of Florida, has named Ronald E. Starr located at 415 Montgomery Road, Ste. 105, City of Altamonte Springs, State of Florida as its agent to accept service of process within Florida.

The street address of the registered office and the street address of the business of the registered agent are identical.

  
Ronald E. Starr, Incorporator

Dated: 10/15/2001

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, 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.

  
Ronald E. Starr, Registered Agent

Dated: 10/15/2001

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