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DUNLAP, MORAN, ROKNICH & GIBSON, P.A.

TELEPHONE 941-366-0115

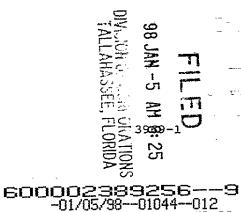
A Professional Association

Suite 720 1800 Second Street Sarasota, Florida 34236

Post Office Box 3948 Sarasota, Florida 34230-3948

December 31, 1997

TELECOPIER 941+365+4660



*****70.00 *****70.88

Bureau of Corporate Records Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

MacBonner, Inc.

EFFECTIVE DATE

Dear Sir/Madam:

Enclosed please find an original and duplicate copy of Articles of Incorporation for the above-referenced corporation. Please note the effective date of formation is January 1, 1998.

Also enclosed is a check in the amount of \$70.00 made payable to the "Secretary of State" to cover the following items:

Filing Fee Registered Agent \$35.00 \$35.00

We would appreciate your returning to us the copy of the filed Articles of Incorporation.

Very truly yours,

DUNLAP, MORAN, ROKNICH & GIBSON, P.A.

by:

. Moran, for the Firm

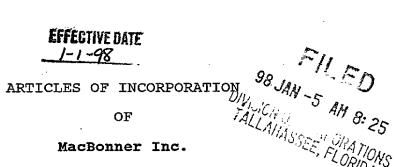
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Enclosures

cc: Ms. Bonner Presswood

FORT MYERS

Me Jag



The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

MacBonner Inc.

ARTICLE II - TERM OF EXISTENCE

The date and time when corporate existence shall commence shall be 12:01 a.m. on January 1, 1998, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 5404 Marina Drive, Holmes Beach, FL, 34217.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the registered office of this Corporation is 5404 Marina Drive, Holmes Beach, FL, 34217, and the Registered Agent at such office is Bonner Joy Presswood.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Name

Address

BONNER JOY PRESSWOOD

5404 Marina Drive Holmes Beach, FL 34217

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

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

<u>Name</u>

<u>Address</u>

BONNER JOY PRESSWOOD

5404 Marina Drive Holmes Beach, FL 34217

The undersigned has executed these Articles this 307 day of December, 1997.

BONNER JOY PRESSWOOD

Incorporator

Having been named as Registered Agent and to accept service of process for MacBonner Inc., at the place designated in the Articles, 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.

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BONNER JOY PRESSWOOD

Registered Agent