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-01/29/98-01037-009
*****70.00 *****70.00

January 27, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 3:47

RE: Macalian Properties, Inc./
Articles of Incorporation

Dear Sirs:

Enclosed please find two original Articles of Incorporation for Macalian Properties, Inc., a new for profit Florida corporation. Also enclosed is my check in the amount of \$70.00 for the requisite filing fee.

Please acknowledge receipt and filing at your earliest convenience.

Sincerely yours,



STANLEY E. MARABLE

cc: Mr. Allan Asselstine

27
1/30

CERTIFICATE OF INCORPORATION

OF

MACALIAN PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 3:48

ARTICLE I

The name of the corporation shall be:

MACALIAN PROPERTIES, INC.

ARTICLE II

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act, and any activity of business permitted under the laws of the United States.

ARTICLE III

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall be seventy-five hundred (7,500) shares of common stock, having a par value of one dollar (\$ 1.00) per share.

ARTICLE V

Every shareholder shall have the right to purchase their pro-rata share of any new stock in this Corporation of the same kind, class or series as that which he/she already holds at the price at which it is offered to all other shareholders.

ARTICLE VI

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

PRINCIPAL OFFICE

The principal place of business of this Corporation shall be:

919 Norsota Way
Sarasota, Florida 34242

ARTICLE VIII

NUMBER OF DIRECTORS

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than one (1) nor more than five (5) persons, as shall be designated in the By-Laws.

ARTICLE IX

FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the First Board of Directors who shall hold office until the annual meeting of the stockholders to be held in the year 1996, and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Allan Asselstine	919 Norsota Way Sarasota, Florida 34242	President/Secretary/ Treasurer

ARTICLE X

INCORPORATORS

The name and post office address of each incorporator to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Allan Asselstine	919 Norsota Way Sarasota, Florida 34242	President/Secretary/ Treasurer

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

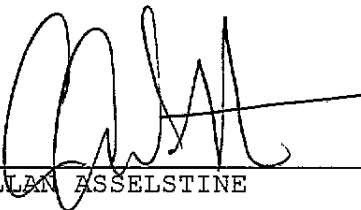
The street address of the initial registered office of this Corporation is 919 Norsota Way, Sarasota, Florida 34242 and the name of the initial registered agent of this Corporation at that address is Allan Asselstine.

ARTICLE XII

SPECIAL PROVISIONS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholder herein is granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being the original incorporator herein named, have hereunto set my hand and seal on January ____, 1998.



ALLAN ASSELSTINE (SEAL)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 29 PM 3:18

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY, that on January ____, 1998 personally appeared, before me the undersigned authority:

ALLAN ASSELSTINE

to me well known, and known to me to be the person described in and who acknowledged to me that he executed the foregoing Certificate of Incorporation as his free act and deed for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, on the date last above written.

Notary Public, Commission No.

Name of Notary, typed or stamped

(SEAL)

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

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - That MACALIAN PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named ALLAN ASSELSTINE, located at 919 Norsota Way, Sarasota, Florida 34242, County of Sarasota, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

BY: 
ALLAN ASSELSTINE
Resident Agent

DATED: _____

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DIVISION OF CORPORATIONS
98 JAN 29 PM 3:48