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(Business Entity Name)

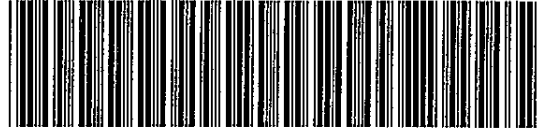
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 APR - 1 AM 10:06
FILED

TRANSMITTAL LETTER

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

SUBJECT: THE RED BARN STORE, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: PEGGY A. HEARN, as Incorporator
Name (Printed or typed)

/6810 SW Warfield Blvd.,
Address

Indiantown Fl. 34956
City, State & Zip

772-597-5575
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 17, 2004

PEGGY A. HEARN
16810 SW WARFIELD BLVD
INDIANTOWN, FL

SUBJECT: THE RED BARN STORE, INC.
Ref. Number: W04000010803

We have received your document for THE RED BARN STORE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

DELETE Driver license number from your document. Once this document is filed, it becomes public record. Notarization is no longer required.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 404A00017865

RECEIVED
04 APR 29 AM 10:37
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 26, 2004

PEGGY A. HEARN
16515 SW THREE WOOD WAY
INDIANTOWN, FL 34956

2ND LETTER

SUBJECT: THE RED BARN STORE, INC.
Ref. Number: W04000010803

We have received your document for THE RED BARN STORE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Dale White
Document Specialist
New Filings Section

Letter Number: 404A00017865

ARTICLES OF INCORPORATION
OF
THE RED BARN STORE, INC.

FILED
04 APR -1 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I

CORPORATION NAME

The name of the Corporation is **THE RED BARN STORE, INC.**, (hereinafter, "Corporation").

ARTICLE II

THE PURPOSE OF THE CORPORATION

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

ARTICLE III

THE PRINCIPLE OFFICE OF THE CORPORATION

The address of the principal office of this Corporation is **16810 SW Warfield Blvd., Indiantown Fl. 34956** and the mailing address is the same P.O. Box 1770, Indiantown, Florida 34956.

ARTICLE IV

INCORPORATOR

The name and street address of the incorporator of this Corporation is:

**PEGGY A. HEARN
16515 S.W. THREE WOOD WAY
IDIANTOWN, FLORIDA 34956**

ARTICLE V

OFFICERS OF THE CORPORATION

The officers of the Corporation shall be:

President:	PEGGY A. HEARN
Vice-President:	PEGGY A. HEARN
Secretary:	JOSEPH F. BLAKELEY
Treasurer	JOSEPH F. BLAKELEY

whose addresses shall be the same as the principal office of the Corporation

ARTICLE VI

DIRECTORS OF THE CORPORATION

The Director(s) of the Corporation shall be: **PEGGY A. HEARN** whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII

CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TWO HUNDRED (200) shares of common stock, each share having the par value of FIVE DOLLARS (\$5.00).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance

from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, covers jobs or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE IIX

SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE IX

SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is art file at the principal office of the Corporation.

ARTICLE X

POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable Law or these Articles of Incorporation.

ARTICLE XI

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII

REGISTERED OWNER

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII

REGISTERED OFFICE AND REGISTERED

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the

number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV

EFFECTIVE DATE

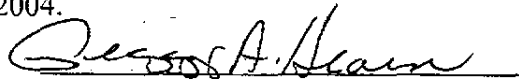
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI

AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned these Articles of Incorporation this the 8th Day of March 2004.


Peggy A. Hearn, as Incorporator

STATE OF FLORIDA
COUNTY OF Martin

BEFORE ME, personally appeared Peggy A. Hearn to me well known and known to me to be the person described, who produced his Florida Driver License and who executed the foregoing, and acknowledged to and before me that he executed said instrument for the purposes herein expressed.

WITNESS my hand and seal, this the 8th day of March, 2004.
In the aforesaid County and State.


Notary Public

My commission Expires



Star D. Mashler
Commission #DD166451
Expires: Nov 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

reference and shall be placed in the minute book; that any 1 of the following persons shall have signature authority over the account:

Peggy A. Hearn, as President.

Joseph F. Blakeley, as Treasure.

Proposed stock certificates and stock transfer ledger were then presented to the meeting and examined. Upon motion duly made, seconded and carried the stock certificates and ledger were adopted as the certificates and transfer book to be used by the corporation. A sample stock certificate marked "VOID" and the stock transfer ledger were then added to the minute book. Upon motion duly made, seconded and carried, it was then resolved that the stock certificates, when issued, would be signed by the President and the Secretary of the corporation.

The appointment of a resident agent of the corporation was then discussed. Upon motion duly made, seconded and carried the necessity of appointment of a Resident Agent in the State of Florida:

RESOLVED that **Peggy A. Hearn** be and hereby is appointed Resident agent in the State of Florida. The office of the Resident Agent will be located at 16810 SW 16515 Warfield Blvd., Indiantown Fl. 34956 *I accept the Resident agent*
SW Three was WAY *Peggy Hearn*

The tax status of the corporation was then discussed and it was moved, seconded and carried that the stock of the corporation be issued under § 1244 of the Internal Revenue Code and that the officers of the corporation take the necessary action to:

1. Obtain an employer tax number by filing form SS-4,
2. Become an S-Corporation for tax purposes.
 Remain a C-Corporation for tax purposes,

the following plan has been submitted to the Corporation by the Board of Directors of the Corporation:

(a) The plan as hereafter set forth shall, upon its adoption by the Board of Directors of the Corporation immediately become effective.

(b) No more than 200 shares of common stock are authorized to be issued under this plan, such stock to have a par value of \$ 5.00 per share.

(c) Stock authorized under this plan shall be issued only in exchange for money, or property susceptible to monetary valuation other than capital stock, securities or services rendered or to be rendered. The aggregate dollar amount to be received for such stock shall not exceed \$1,000,000, and the sum of each aggregate dollar amount and the equity capital of the Corporation (determined on the date of adoption of the plan) shall not exceed \$1,000,000.

(d) Any stock options granted during the life of this plan which apply to the stock issuable hereunder shall apply solely to such stock and to no other and must be exercised within the period in which the plan is effective.

(e) Such other action as may be necessary shall be taken by the Corporation to qualify the stock to be offered and issued under this plan as "Section 1244 Stock," as such term? Is defined in the Internal Revenue Code and the regulations issued thereunder.

FILED
04 APR -1 AM 10:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA