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Joseph A. Rosier
ATTORNEY AND COUNSELOR AT LAW
SUPREME COURT CERTIFIED MEDIATOR

SECRET FILED
DIVISION OF CORPORATIONS
STATE
99 APR 26 PM 3:11

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April 21, 1999

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

Re: STOGES ENTERPRISES, INC.

To whom it concerns:

Enclosed please find one original and one copy of the Articles of Incorporation for a Florida corporation. A check in the amount of \$122.50 is also enclosed for covering the filing and registered agent designation fees.

Please return the certified copy to my office.

Thank you for your assistance in this matter.

Best regards,

[Signature]
Joseph A. Rosier

JAR:jg
Enclosures

Joseph Rosier - GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Art. F*
DATE *4/30/99*
DOC. EXAM *Kevin Brown*

*w99
2544*

**CERTIFICATE OF INCORPORATION
OF**

STOGES ENTERPRISES, INC.

SECRET FILED
DIVISION OF CORPORATIONS
99 APR 26 PM 3:11

WE THE UNDERSIGNED, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

**ARTICLE I
NAME**

The name of this corporation shall be STOGES ENTERPRISES, INC.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business to be transacted is retail sales. The corporation may also engage in any activity or business permitted under the laws of the United States and the State of Florida, including the purchasing and selling of any real estate or personal property, or contracts for the same, and to have, and to exercise such general corporate powers as is now or may hereafter be given corporations organized under Florida Statutes 607 and amendments thereto.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock with the nominal or par value that the corporation is authorized to have

outstanding at any time, together with the distinguishing characteristics of each and the nominal or par value of shares of stock are as follows:

- a) The total authorized capital stock of this corporation is: One Thousand Dollars (\$1,000.00) divided into One Thousand (1,000) shares of the par value of One Dollar (\$1.00) each.
- b) All of the stock shall be common and shall be fully paid and non-assessable and payable in cash, property, labor or services.

ARTICLE IV
BEGINNING CAPITAL

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V
TERM OF EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE VI
PRINCIPAL ADDRESS

The principal place of business of said corporation shall be 2449 Sanford Avenue, Sanford, Florida 32771, with the privilege of having branch offices at any other place or places within or without the State of Florida.

ARTICLE VII
NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) and not more than nine (9).

ARTICLE VIII
OFFICERS, DIRECTORS and INCORPORATORS

The name and address of the Incorporator and Board of Directors of this corporation who shall hold office for the first year of the corporation's existence or until their successors are elected and qualified, shall be:

President - Secretary THOMAS L. DALE
2449 Sanford Avenue
Sanford, Florida 32771.

ARTICLE IX
STOCKHOLDERS' AGREEMENTS

Stockholders of this corporation may enter into such stockholders' and trustees' agreements as they may see fit wherein and whereby such stockholders may limit their voting rights by virtue of such agreements.

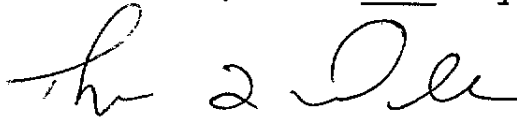
ARTICLE X
PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, 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 XI
RESIDENT AGENT

The resident agent for the corporation is THOMAS L. DALE, President and Secretary, 2449 Sanford Avenue, Sanford, Florida 32771.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and acknowledge the same for filing in the Office of the Secretary of State, State of Florida, this 22 day of April, 1999.

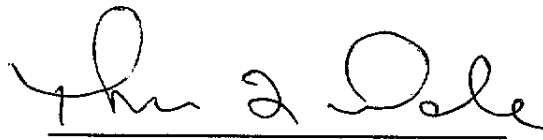


THOMAS L. DALE

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DIVISION OF INVESTIGATION
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ACCEPTANCE OF DESIGNATION
AS RESIDENT AGENT

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



THOMAS L. DALE
4-22-99