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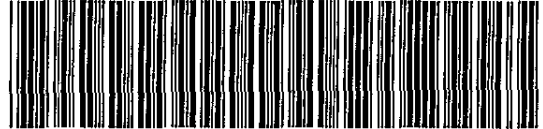
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TALLAHASSEE, FLORIDA

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MEYER LAW GROUP, LLC

VANITY FAIR ARCADE

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116 SOUTH TENNESSEE AVENUE

LAKELAND, FLORIDA 33801

TELEPHONE: 863-577-0526

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PLEASE REPLY TO:

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May 23, 2003

Department of State
Divisions of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314-6327

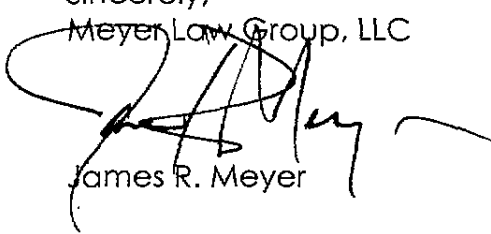
Re: The Badcock Foundation, Inc., a not for profit corporation

Ladies and Gentlemen:

Please find herewith the original and one copy of the Articles of Incorporation and Registered Agent acknowledgment for the referenced, not for profit, corporation. Please file the Articles within the records of the Department and return a certified copy of same to this office at your earliest opportunity. It is intended that the Foundation begin its existence upon the date of filing.

Also enclosed is our check in the amount of \$78.75 in payment of the filing fee, registered agent fee and certified copy fee. Your immediate attention to this matter is greatly appreciated.

Sincerely,
Meyer Law Group, LLC



James R. Meyer

Enclosures
RM/mos

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

**THE BADCOCK FOUNDATION, INC.
NOT FOR PROFIT CORPORATION**

ARTICLE I. NAME

The name of the corporation shall be: The Badcock Foundation, Inc.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

200 Phosphate Boulevard, Mulberry, Florida 33860.

ARTICLE III. REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the Corporation's registered office is 200 Phosphate Boulevard, Mulberry, Florida 33860. The initial registered agent for the Corporation at that address is Wogan S. Badcock, III

ARTICLE IV. PURPOSES

The specific purposes for which the corporation is organized are:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

Directors shall be elected at the annual meeting of the Corporation to be held in

October of each year. The Board of Directors may fill vacancies which may occur between such annual meetings by a majority vote of the remaining directors, from persons nominated by any Director and otherwise known to be of good reputation.

ARTICLE VI. LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
5. Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.

9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interest thereunder or therein.

11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by law.

14. Make donations for the public welfare or for religious, charitable, scientific, educational, or for other similar purposes.

15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

16. Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

ARTICLE VII. INCORPORATORS


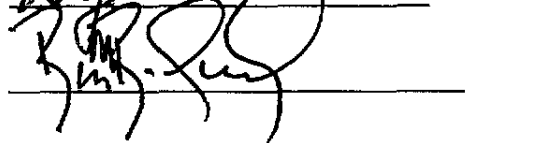
The names and street addresses of the incorporators for these Articles of Incorporation are:

Wogan S. Badcock, III 200 North Phosphate Boulevard
Mulberry, Florida 33860

Ben M. Badcock 200 North Phosphate Boulevard
Mulberry, Florida 33860

The undersigned incorporators have executed these Articles of Incorporation as of this 30th day of April 2003.

Signatures of the incorporators:

Wogan S. Badcock, III
Typed name of incorporator signing

Ben M. Badcock
Typed name of incorporator signing

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That, The Badcock Foundation, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 200 Phosphate Boulevard, Mulberry, Florida 33860, has named Wogan S. Badcock, III, located at 200 Phosphate Boulevard, Mulberry, Florida 33860, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for The Badcock Foundation, Inc., at the place designated in this certificate, the undersigned, Wogan S. Badcock, III, agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Wogan S. Badcock, III
Registered Agent

A handwritten signature in black ink, appearing to read "Wogan S. Badcock, III", written over a horizontal line.

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TALLAHASSEE, FLORIDA