

P000000003490

LAW OFFICE
GOLDMAN & PRESSER

4417 BEACH BOULEVARD
SUITE 310 BROWARD BUILDING
JACKSONVILLE, FLORIDA 32207-9410

TELEPHONE (904) 399-0302
FACSIMILE (904) 399-0598

JOEL L. GOLDMAN
BOARD CERTIFIED MARITAL AND FAMILY LAWYER
CERTIFIED FELLOW AMERICAN ACADEMY
OF MATRIMONIAL LAWYERS

EDWIN PRESSER
CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

January 4, 2000

Secretary of State
Corporate Records Bureau
Post Office box 6327
Tallahassee, FL 32314

200003030312--2
-01/06/00--01055--004
*****70.00 *****70.00

Re: Pioneer Retail Corporation

Ladies/Gentlemen:

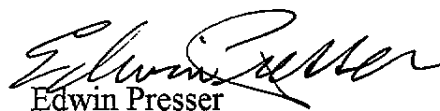
Enclosed herewith please find the Articles of Incorporation for the above referenced corporation, together with a Certificate of Designation of Resident Agent and Acceptance.

Also enclosed is our check in the amount of \$70.00, which includes the filing fee of \$35.00 and Registered Agent Designation fee of \$35.00. Please file these Articles of Incorporation and Certificate of Designation of Resident Agent immediately and return notice of filing to this office as soon as possible. Please note that corporation existence commences as of the date of the execution of the Articles.

Thank you for your assistance and courtesy herein.

Very truly yours,

GOLDMAN & PRESSER


Edwin Presser

EP/lcc

Enclosures

cc: Mr. Paul D. Ottendorf

FILED
00 JAN -6 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

112
410

**ARTICLES OF INCORPORATION
OF
PIONEER RETAIL CORPORATION**

FILED
00 JAN -6 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Pioneer Retail Corporation

**ARTICLE II
CORPORATE EXISTENCE**

The corporate existence of this corporation shall commence on the signing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III
PURPOSE**

The general nature of the business to be transacted by this corporation is to engage in all facets of housing and finance related activities and for the purpose of transacting any and all other lawful business.

**ARTICLE IV
PRINCIPAL OFFICE**

The address and principal office of this corporation is:

4417 Beach Boulevard, Suite 310
Jacksonville, Florida 32207

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 4,000 shares of capital stock having a nominal or par value of \$1.00 per share.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4417 Beach Boulevard, Suite 310, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Edwin Presser.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

Paul D. Ottendorf
3829 Cricket Cove Road East
Jacksonville, FL 32224

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, The undersigned subscriber has executed these Articles of Incorporation this 4th day of January, 2000.



PAUL D. OTTENDORF

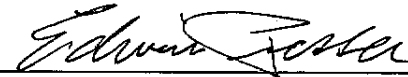
**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

* * * * *

In pursuance of applicable Florida Statutes, the following is submitted, in compliance with said law:

That PIONEER RETAIL CORPORATION, desiring to organize under the laws of the State of Florida, has named Edwin Presser, located at 4417 Beach Boulevard, Suite 310, Jacksonville, Florida 32207, as its agent to accept services of process within this state.

Having been named to accept services of process for the above stated corporation, at the above stated address, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

EDWIN PRESSER
Registered Agent

FILED
00 JAN -6 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA