

P00000007775



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 562614 9585A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 24 PM 4: 04

ORDER DATE : January 24, 2000

ORDER TIME : 3:20 PM

ORDER NO. : 562614-005

CUSTOMER NO: 9585A

800003109008--9

CUSTOMER: Archie O. Lowry, Jr., Esq
POTTER CLEMENT AND LOWRY
POTTER CLEMENT AND LOWRY
308 East Fifth Avenue

Mount Dora, FL 32757

DOMESTIC FILING

NAME: WESLEY'S TOPS AND
DISTRIBUTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

RECEIVED
00 JAN 24 PM 3: 53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 24 PM 4:04

ARTICLES OF INCORPORATION
OF
WESLEY'S TOPS AND DISTRIBUTION, INC.

ARTICLE I. NAME

The name of this corporation is WESLEY'S TOPS AND DISTRIBUTION, INC., whose address is 1003 N. Shore Dr., Leesburg, FL 34748.

ARTICLE II. COMMENCEMENT OF EXISTENCE

This corporation shall begin its existence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Ten Thousand Shares (10,000) shares of Common Stock having a Nominal or Par Value of One and No/100 Dollars (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services, which, in the judgment of the Board of Directors of the Corporation shall be of a valuation equivalent to the value of stock to be issued.

00 JAN 24 PM 4: 04

ARTICLE VI. 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 (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 308 E. Fifth Ave., Mt. Dora, FL 32757, and the name of the initial registered agent of this corporation at that address is Archie O. Lowry, Jr.

ACKNOWLEDGEMENT:

Having been made to accept service of process for the above state corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties. I hereby am familiar with and accept the obligations as registered agent for said corporation.


ARCHIE O. LOWRY, JR.
Registered Agent

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have a minimum of one (1) director at all times. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1).

The name and address of the initial directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
James Wesley	1003 N. Shore Dr. Leesburg, FL 34748

Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment and by means of which all persons participating in the meeting can hear each others views.

ARTICLE IX. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of voting stock of the corporation may act without a meeting, as provided in Florida Statutes 607 or in the By-laws.

ARTICLE X. INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Archie O. Lowry, Jr.	308 E. Fifth Ave. Mt. Dora, FL 32757

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this restriction.

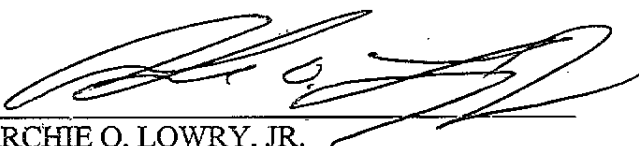
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE XIII. BYLAWS

00 JAN 24 PM 4: 04


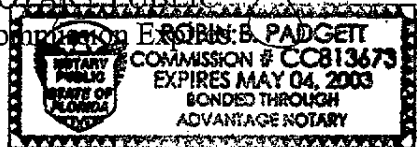
The power to adopt, amend or repeal the Bylaws shall be reserved in the Shareholders or Board of Directors of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of January, 2000.


ARCHIE O. LOWRY, JR.
Subscriber

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 20th day of January, 2000, by Archie O. Lowry, Jr., Subscriber to these Articles of Incorporation, and who is personally known to me.


NOTARY PUBLIC
Commission Expires 2003


corporat\wesley\articles