

THOMAS SALE, JR.
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January 19, 2000

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*****78.75 *****78.75

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

Re: M. P. SURPLUS OF FLORIDA, INC.

Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation and designation of registered agent for the subject corporation, which we will appreciate your filing and returning a certified copy.

Enclosed is my check in the amount of \$78.75 for the filing fee.

If anything further is needed, please advise. Thank you.

Very truly yours,

Thomas Sale, Jr. IK

Thomas Sale, Jr.

TSJr/km

Enclosures

FILED
00 JAN 20 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IKC
1-26-00

ARTICLES OF INCORPORATION

OF

M. P. SURPLUS OF FLORIDA, INC.

FILED
00 JAN 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is M. P. SURPLUS OF FLORIDA, INC. The principal office of the corporation is 5504 Star Avenue, Panama City, Florida 32404 and the mailing address is 5504 Star Avenue, Panama City, Florida 32404.

Article II - Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article III - Duration

This corporation shall have perpetual existence and shall commence on the filing of these articles.

Article IV - Capital Stock

This corporation is authorized to issue 100 shares of common stock, each share having the par value of \$1.00.

Article V - Initial Registered
Office and Agent

The street address of the initial registered office of this corporation is 14856 Bay View Circle, Panama City Beach, Florida 32413, and the name of the initial registered agent of this corporation at that address is William M. Head.

Article VI - Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The names

and addresses of the initial directors of this corporation are:

William M. Head
P. O. Box 14167
Panama City Beach, Florida 32413

Bob G. Page
P. O. Box 446
Pinchard, Alabama 37371

Article VII - Preemptive Rights

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article VIII - Incorporators

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

William M. Head
P. O. Box 14167
Panama City Beach, Florida 32413

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19 day of January, 2000.

William M. Head (Seal)
William M. Head

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared WILLIAM M. HEAD, who is personally known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the state and county aforesaid this 19 day of January, 2000.

Kathy L. Morrison
Notary Public
My Commission expires:



Official Seal
KATHY L. MORRISON
Notary Public, State of Florida
My Comm. Expires Sept. 29, 2000
No. CC587628

CERTIFICATE 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 Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said act:

M. P. SURPLUS OF FLORIDA, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at 14856 Bay View Circle, Panama City Beach, Bay County, Florida, 32413, has named William M. Head located at 14856 Bay View Circle, Panama City Beach, Florida 32413 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as Resident Agent for the above stated corporation, at the place designated in this certificate, I hereby accept said appointment, state that I am familiar with, and accept the obligations provided for in the Florida Statute 607.0505.

By: William M Head
William M. Head
Resident Agent

FILED
00 JAN 20 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA