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ROSEANN VARNADORE
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FL 32314

MS. VARNADORE:

500003180365--8
-03/22/00--01012--008
*****87.50 *****87.50

ENCLOSED HERewith ARE THE ORIGINAL AND ONE COPY OF MY DOCUMENT, A COPY OF YOUR LETTER DATED FEBRUARY 7, AND A CHECK IN THE AMOUNT OF \$ 87.50 FOR THE FEES DETAILED IN YOUR LETTER.

ALSO, PLEASE BE ADVISED THAT I MAY BE CONTACTED DURING WORKING HOURS AT:

PRO-LINE BOATS
1520 So. SUNCOAST BLVD
HOMOSASSA, FL 34448
PH: (352) 795-4111

SHOULD YOU HAVE ANY FURTHER QUESTIONS AND/OR NEED ANY ADDITIONAL INFORMATION, PLEASE FEEL FREE TO CONTACT ME AT YOUR EARLIEST CONVENIENCE.

THANK YOU



PATRICK D. POLK

Patrick GAVE
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 3-22-00
DOC. EXAM RV

R. VARNADORE MAR 22 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 7, 2000

S&P
11122 W COVE HARBOR DR
CRYSTAL RIVER, FL 34428

SUBJECT: S & P PROPERTIES, INC.
Ref. Number: W00000003332

We have received your document for S & P PROPERTIES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Article Article Six states there will be 2 director(s), whereas 3 is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

RoseAnn Varnadore

ARTICLES OF INCORPORATION

OF

CITRUS S & P, INC.

FILED
00 MAR 22 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be CITRUS S & P, INC.

ARTICLE TWO

REGISTERED OFFICE AND AGENT

The location and mailing address of the Corporation's initial registered office in Florida is:

11122 W. COVE HARBOR DR.
CRYSTAL RIVER, FLORIDA 34428
352-564-4101

The initial registered agent at the registered office is:

PATRICK D. POLK

The corporation's principal office and mailing address is:

11122 W. COVE HARBOR DR.
CRYSTAL RIVER, FLORIDA 34428
352-564-4101

ARTICLE THREE

PURPOSE

The purpose for which the Corporation is organized shall be to engage in any activity or business permitted under the laws of the United States, of this State, and of any other lawful jurisdiction.

**ARTICLE FOUR
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE FIVE
INCORPORATOR**

The name and post office address of the incorporator is:

PATRICK D. POLK	11122 W. W. COVE HARBOR DR. CRYSTAL RIVER, FLORIDA 34428 564-4101
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**ARTICLE SIX
DIRECTORS**

The Board of Directors shall consist of 2 members initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the Board of Directors are:

Name	Address
PATRICK D. POLK President	11122 W. W. COVE HARBOR DR. CRYSTAL RIVER, FLORIDA 34428 352-564-4101
E.W. SKALA Vice President	323 MALLARD LANE GRAND ISLAND, NE 68802 308-381-0114
PATRICK D. POLK Secretary/Treasurer	11122 W. W. COVE HARBOR DR. CRYSTAL RIVER, FLORIDA 34428 352-564-4101

**ARTICLE SEVEN
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares, with par value of \$1.00 per share.

**ARTICLE EIGHT
STATED CAPITAL**

The amount of capital with which the Corporation shall begin business is \$50.00.

**ARTICLE NINE
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 2ND day of FEBRUARY, 2000.



PATRICK D. POLK

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 2nd
day of FEBUARY, 2000 by PATRICK D. POLK, who is personally known to
me or who has produced personally Known as
identification and who did take an oath.

Print: Micki N. Brown

Signature: Micki N. Brown
Notary Public

State of Florida At Large

Commission Expires: 2/22/02

[Seal]



Micki N. Brown
MY COMMISSION # CC710819 EXPIRES
February 22, 2002
BONDED THRU TROY FAJN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS
MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CITRUS S & P, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of CRYSTAL RIVER, County of CITRUS and State of Florida has named PATRICK D. POLK as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



PATRICK D. POLK
REGISTERED AGENT

2/2/2000
DATE

FILED
00 MAR 22 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA