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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 721062 86467A

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -6 PM 1:35

ORDER DATE : June 6, 2000

ORDER TIME : 9:48 AM

ORDER NO. : 721062-005

9000003277979-6

CUSTOMER NO: 86467A

CUSTOMER: Dale L. Price, Esq.
PRICE PRICE PROUTY & WHITAKER,
2400 Manatee Avenue West
Bradenton, FL 34205

DOMESTIC FILING

NAME: BLUE FLAMINGO STUFF, 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: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

BLUE FLAMINGO STUFF, INC.

The undersigned, ROBERT S. VANDERGRIFF, SHERRY D. VANDERGRIFF, ARCHIE C. WARD and T. JOANNE WARD, desire to become a body corporate and, as incorporators, do hereby make and file these Articles of Incorporation for a proposed corporation in pursuance of the laws of the State of Florida, and to that end, hereby declare and affirm:

ARTICLE I:

The name and address of this corporation shall be Blue Flamingo Stuff, Inc., 2930 7th Avenue West, Bradenton, Florida 34205.

ARTICLE II:

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to the rendering of services customarily involved in retail business; to purchase, take, acquire, lease, hold, own, maintain, manage, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any

other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder or pledgee of such stock or security to exercise all rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation.

To acquire or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to these purposes, and to take up any business, similar to or incidental to the

business in which this corporation is engaged, as a going concern or otherwise; (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise, to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of such business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To act as agent or representative for corporations, associations, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings

of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make By-Laws and regulations not inconsistent with the constitution or laws of the United States, or of this State, or of the Articles of Incorporation of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law;

To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause, shall, except where otherwise expressly stated, be in no way limited or restricted by reference to or inference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

Anything to the contrary herein, hereinabove, or hereinafter, any provisions in these Articles of Incorporation that would

disallow the corporation from electing S corporation status under 26 USC, Section 1361, and any other relevant section(s) of the Internal Revenue Code shall, if such election is sought by the shareholders and corporation, be deemed null and void.

ARTICLE III:

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock with no par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV:

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

ARTICLE V:

The corporation shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE VI:

The initial Registered Agent of this corporation is ROBERT S. VANDERGRIFF, and the initial registered office shall be that of the Registered Agent above nominated. The Board of Directors may from time to time change the Registered Agent and registered office of the corporation.

ARTICLE VII:

The business of this corporation shall be conducted by the following officers: a President, vice-President, Secretary and Treasurer. The Board of Directors shall consist of not less than one (1) nor more than ten(10) members. Other officers may be authorized and elected as the Board of Directors may determine from time to time are needed. Officers and Directors need not be stockholders in the corporation. The number of members of the Board of Directors shall be fixed from time to time by the By-Laws of the corporation, and until so fixed shall consist of four (4), persons. Any two offices may, at the same time, be held by one and the same person unless prohibited by law. The Directors shall be elected at the annual stockholders' meeting. The officers shall be elected by the Directors following the annual meeting of stockholders of said corporation; the date of the meeting and place thereof may be fixed or changed from time to time by By-Laws of said corporation as shall be determined by the Board of Directors at any regular meeting or at any special meeting at which all Directors are present; and the By-Laws of said corporation may be adopted and amended by said Board of Directors, provided all are present or consent thereto or previous reasonable notice has been given. Directors' meetings may be held out of the State of Florida by unanimous consent of the Directors. The name and street address of the members of the first Board of Directors are as follows:

NAME:

ADDRESS:

Robert S. Vandergriff

2930 7th Avenue West
Bradenton, Florida 34205

Sherry D. Vandergriff

2930 7th Avenue West
Bradenton, Florida 34205

Archie C. Ward

4808 26th Avenue E.
Bradenton, Florida 34208

T. Joanne Ward

4808 26th Avenue E.
Bradenton, Florida 34208

ARTICLE VIII:

The names and post office addresses of the incorporators and amounts of stock subscribed for by them are as follows:

Robert S. Vandergriff
2930 7th Avenue West
Bradenton, Florida 34205

shares to be determined

Sherry D. Vandergriff
2930 7th Avenue West
Bradenton, Florida 34205

shares to be determined

Archie C. Ward
4808 26th Avenue E.
Bradenton, Florida 34208

shares to be determined

T. Joanne Ward
4808 26th Avenue E.
Bradenton, Florida 34208

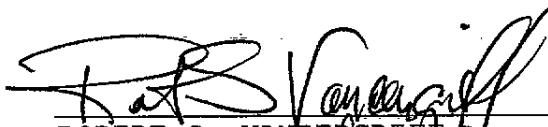
shares to be determined

The original incorporators of this corporation shall have the right, after organization, to assign the subscription of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original


incorporators and assume and carry out all of the right, liabilities, and duties entailed by said subscription, subject to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the original subscribers of the capital stock herein named, do certify that they are of full age and competent to contract and that the Directors named are of full age and citizens of the United States of America.

For the purpose of forming the proposed corporation above named to do business both within and without the State of Florida, and in pursuance of the general corporation law of Florida, we do make and file this agreement, hereby declaring and certifying that the matters above stated are true and, accordingly, have hereunto set our hands and seals this 5th day of June, A.D., 2000.


ROBERT S. VANDERGRIFF


SHERRY D. VANDERGRIFF


ARCHIE C. WARD


T. JOANNE WARD

STATE OF FLORIDA

COUNTY OF MANATEE

I HEREBY CERTIFY that on this 5th day of June, A.D., 2000, before me, a Notary Public, personally appeared ROBERT S. VANDERGRIFF, SHERRY D. VANDERGRIFF, ARCHIE C. WARD and T. JOANNE WARD, who are personally known to me, and known to me to be the persons described in and who subscribed their names to the above and foregoing Articles of Incorporation, and they acknowledged that they executed the same for the uses and purposes therein stated.

IN TESTIMONY WHEREOF, witness my hand and official seal in the County and State aforesaid the day and year above written.




Notary Public

My Commission Expires

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted:

ROBERT S. VANDERGRIFF, SHERRY D. VANDERGRIFF, ARCHIE C. WARD and T. JOANNE WARD, the original incorporators of the proposed corporation, BLUE FLAMINGO STUFF, INC., which shall have its registered office at 2930 7TH Avenue West, Bradenton, Florida 34205, have named ROBERT S. VANDERGRIFF of 2930 7TH Avenue West,

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Bradenton, Florida 34205, to serve as Registered Agent for the said corporation, such designation becoming effective as of the date of the approval of the Articles of Incorporation filed herewith.

Having been designated to accept service of process for the above-referenced corporation, at the address indicated in this Certificate, I hereby accept such designation and agree to comply with the State laws relating to such office.


ROBERT S. VANDERGRIFF