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October 11, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

200003423472--2  
-10/12/00--01085--006  
\*\*\*122.50 \*\*\*\*\*78.75

Re: Baggs' Wholesale Co., Inc.

Dear Gentlemen and Ladies:

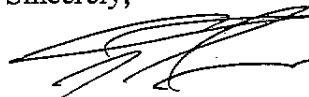
I am enclosing herewith an original and one copy of the Articles of Incorporation for Baggs' Wholesale Co., Inc. In addition you will find enclosed my check in the sum of \$122.50, representing the following fees (Section 607.0122):

|                      |              |
|----------------------|--------------|
| Filing Fee           | \$ 35.00     |
| Certified Copy       | 52.50        |
| Registered Agent Fee | <u>35.00</u> |

|       |                 |
|-------|-----------------|
| Total | <u>\$122.50</u> |
|-------|-----------------|

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you in advance for your assistance in this matter.

Sincerely,



Tito S. Smith

TSS/lkb  
Enclosures  
FEDERAL EXPRESS DELIVERY

FILED  
00 OCT 12 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB-1043

**ARTICLES OF INCORPORATION**

**OF**

**BAGGS' WHOLESALE CO., INC.**

FILED

00 OCT 12 AM 9:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I: NAME**

The name of this corporation is BAGGS' WHOLESALE CO., INC..

**ARTICLE II: DURATION**

The period of its duration is perpetual.

**ARTICLE III: NATURE OF BUSINESS**

The purpose of this corporation is to engage in any activities or businesses permitted under the laws of the United States and State of Florida, except that this corporation shall not conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building or loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

**ARTICLE IV: CAPITAL STOCK**

The corporation is allowed to have outstanding at any one time 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V: INITIAL REGISTERED AGENT**

The name and address of the initial registered agent of this corporation are as follows:

AGENT: LINDA JOY BAGGS ..  
608 Reid Street  
Palatka, Florida 32177

**ARTICLE VI: PRINCIPAL OFFICE**

The principal office or mailing address of the corporation is:

OFFICE: 608 Reid Street  
Palatka, Florida 32177

**ARTICLE VII: DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial directors of this corporation is:

DAVID S. BAGGS, JR.  
608 Reid Street  
Palatka, Florida 32177

**ARTICLE VIII: INCORPORATORS**

The name and address of the incorporator signing these Articles of Incorporation are:

DAVID S. BAGGS, JR.

608 Reid Street  
Palatka, Florida 32177

**ARTICLE IX: AMENDMENT OF ARTICLES**

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 reservation.

**ARTICLE X: BY-LAW AMENDMENTS**

The power to adopt, alter, amend, or appeal the By-Laws of this corporation shall be vested in the shareholders.

**ARTICLE XI: NON-RESIDENT DIRECTORS**

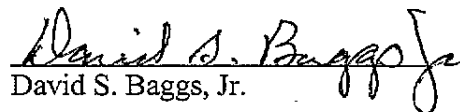
Directors need not be residents of this state or shareholders unless Articles of Incorporation or By-Laws so require.

**ARTICLE XIII: INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary

of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 11<sup>th</sup> day of October, 2000.

  
David S. Baggs, Jr.

STATE OF FLORIDA  
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority this day personally appeared DAVID S. BAGGS, JR., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he execute such instrument.

DATED this 11<sup>th</sup> day of October, 2000.

  
Notary Public  
My Commission expires:



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

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

That BAGGS' WHOLESALE CO., INC., a corporation organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 608 Reid Street, Palatka, Florida, 32177, has named LINDA JOY BAGGS, 608 Reid Street, Palatka, Florida, 32177, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

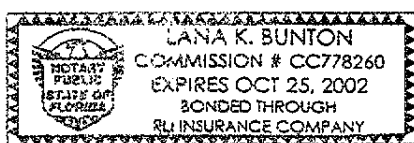
HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Linda Joy Baggs

STATE OF FLORIDA  
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority this day personally appeared LINDA JOY BAGGS, to me known to be the person who executed the foregoing Certificate of Designation, and he acknowledged before me that she execute such instrument.

DATED this 11th day of October, 2000.



  
Notary Public  
My Commission expires:

FILED  
00 OCT 12 AM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA