

ROBERT E. WHARRIE, P.A.

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March 12, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/22/01--01096--005
*****78.75 *****78.75

RE: Simmons Development Corporation

Dear Sir/Madam:

I have enclosed the original and one photocopy of the Articles of Incorporation for the above noted corporation together with my check in the amount of \$78.75 to cover the filing fee and one certified copy.

Please file same and return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation and if you have any questions, please do not hesitate to give me a call.

Sincerely,


ROBERT E. WHARRIE

FILED
01 MAR 22 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REW:s
Encl.

F. CHESER MAR 27 2000

ARTICLES OF INCORPORATION
OF
SIMMONS DEVELOPMENT CORPORATION

The undersigned subscribers to these Articles of Incorporation, each a person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be SIMMONS DEVELOPMENT CORPORATION.

ARTICLE II
TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III
NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To engage in the business of promoter, consultant in the establishment of business enterprises in depressed areas.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

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TALLAHASSEE, FLORIDA

ARTICLE V
ADDRESS

The street address of the initial registered office of the corporation is

5503 38th Avenue North,
St. Petersburg, Florida 33710

and the name of its initial registered agent is

Robert E. Wharrie.

The principal place of business of the corporation is

1265 24th Way South #648,
St. Petersburg, Florida 33712.

ARTICLE VI
DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one.
The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Moses E. Simmons	1265 24 th Way South #648, St. Petersburg, Florida 33712.

ARTICLE VII
INCORPORATORS

The name and address of each Incorporator are:

NAME	ADDRESS
Moses E. Simmons	1265 24 th Way South #648, St. Petersburg, Florida 33712.

ARTICLE VIII PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by an amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof and whether issued for cash, labor done, personal property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE IX DIRECTORS-INDEMNIFICATION

1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason or the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving as the request of the corporation as director, officer, employee or agent of another corporation, or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful, however, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the

director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

2. The corporation shall also indemnify any director, officer, employee or agent who has been successful in defense of any action, suit or proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorneys' fees, reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee or agent met any appropriate standard of conduct.

3. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

4. In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors or duly authorized by a majority of the shareholders.

5. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE X STOCK TRANSFERS CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his shares as he may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OF INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

The date of incorporation will be the earliest date permitted by law.

EXECUTED by the undersigned on this the 17TH day of MARCH, 2001.

Moses E. Simmons
MOSES E. SIMMONS

STATE OF FLORIDA
COUNTY OF PINELLAS

SWORN TO AND SUBSCRIBED before me

this 17th day of March, 2001 by

MOSES E. SIMMONS,



Robert E Wharne
My Commission CC814003
Expires May 22, 2003

Robert E Wharne
NOTARY PUBLIC, State of Florida

Personally Known ✓

OR Produced Identification _____

Identification Produced _____

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

Pursuant to Florida Statutes section 48.091, the following is submitted:

That 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 St. Petersburg, County of Pinellas, State of Florida, SIMMONS DEVELOPMENT CORPORATION has named

ROBERT E. WHARRIE

as its Registered Agent and its Registered Office is at

ROBERT E. WHARRIE, P.A.
5503 38th Avenue North
St. Petersburg, FL 33710

to accept services of process within this State.

ACKNOWLEDGMENT

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

Robert E. Wharrie
Registered Agent

FILED
01 MAR 22 AM 7:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA