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March 28, 2001

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

Gentlemen:

Re: ACSF Holdings, Inc.

300003942693--4  
-04/02/01--01053--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed for profit corporation. Please file the original and return the copy certified.

A check in the amount of \$78.75 is enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By

Thornton M. Henry

TMH/ssl

Enclosures

N:\TMH\19935-1\acsf\letter to dept of corp.wpd

G. BULLOCK APR 05 2001

**ARTICLES OF INCORPORATION**

**OF**

**ACSF HOLDINGS, INC.**

**FILED**

01 APR -2 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

**Name**

The name of this corporation shall be ACSF HOLDINGS, INC..

**ARTICLE II**

**Purpose**

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

**ARTICLE III**

**Capital Stock**

The capital stock of this corporation shall consist of 10,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

## ARTICLE IV

### Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401 (Mailing Address: c/o Thornton M. Henry, Esq. Post Office Box 3475, West Palm Beach, FL 33402-3475)

## ARTICLE V

### Registered Agent/Registered Office

The initial Registered Agent of this corporation is Thornton M. Henry, located at the Registered Office of the corporation at 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL 33401.

## ARTICLE VI

### Initial Board of Directors

This corporation shall initially have four Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

Ann P. Henry	3028 Washington Road West Palm Beach, FL 33402
Clare P. McAdams	250 Ninth Street S. E. Winter Haven, FL 33880
Samuel W. Portlock, III	1002 S. Lake. Elbert Drive Winter Haven, FL 33880

Frank D. Portlock

850 West Lake Otis  
Winter Haven, FL 33880

## ARTICLE VII

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such vice-presidents and/or assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

F. Upon the proposed sale of any issued (or treasury) stock of this corporation, any holder of issued shares of this corporation of the same class or series shall have the right to

purchase his prorata share of such unissued or treasury shares as are proposed for sale as nearly as may be done without the issuance of fractional shares at the price at which such shares are offered to others.

#### ARTICLE VIII

##### Incorporator

The name and address of the incorporator is:

Thornton M. Henry, Esq., 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL  
33401

#### ARTICLE IX

##### Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

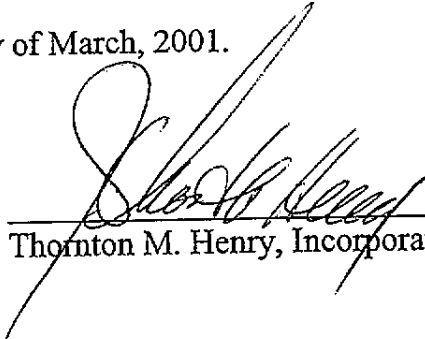
#### ARTICLE X

##### Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Articles of Incorporation this 28<sup>th</sup> day of March, 2001.



\_\_\_\_\_  
Thornton M. Henry, Incorporator

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

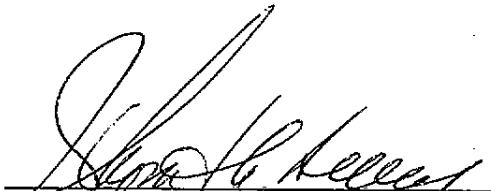
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01 APR -2 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FL 32399

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

That ACSF HOLDINGS, INC., desiring to organize under the laws of the  
State of Florida, has named Thornton M. Henry, located at the Registered Office of the  
corporation at 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL 33401, as its  
Registered 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 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.

  
\_\_\_\_\_  
Thornton M. Henry, Registered Agent