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LAW OFFICES OF
BAKER AND MERCER

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.

*BOARD CERTIFIED CIVIL TRIAL

*BOARD CERTIFIED BUSINESS LITIGATION

*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

DOUGLAS WADE MERCER, ESQ.

TELEPHONE
850-526-3633

TELECOPIER
850-526-2714

May 23, 2001

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

RE: DOLLAR TRAIN, INC.

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, the original and one copy of the Articles of Incorporation of DOLLAR TRAIN, INC. Please file the Articles and return a copy to me in the enclosed self-addressed stamped envelope.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/sb

FRANK A. BAKER, ESQ.

FAB:sb/secstate.ltr

Enclosures (as stated above)

FILED
01 MAY 24 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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D. BROWN JUN - 4 2001 ✓

ARTICLES OF INCORPORATION

OF

DOLLAR TRAIN, INC.

FILED
01 MAY 24 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of this corporation, executing these Articles of Incorporation, being a natural person, competent to contract, hereby forms this corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is DOLLAR TRAIN, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, tangible and intangible, and services of every class, kind and description; and to conduct any other business and carry on any other activity as may be permissible under law; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 120 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$120.00.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI
ADDRESS AND RESIDENT AGENT

The initial mailing address of the initial principal office of the corporation is P.O. Box 610, Sneads, FL, 32460. The initial street address of the initial principal office of this corporation in the State of Florida is 8166 Highway 90, Sneads, FL, 32460. The name of the initial registered Resident Agent in the State of Florida is Frank A. Baker, whose address is 4431 Lafayette Street, Marianna, FL, 32446. By his signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII
DIRECTORS

This corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are: W. R. McDaniel, 2400 El Bethel Church Road, Sneads, FL, 32460; Kevin McDaniel, 7296 Highway 90, Grand Ridge, FL, 32442; and Steve Weathington, P.O. Box 610, Sneads, FL, 32460.

ARTICLE IX
INITIAL OFFICERS

This corporation shall have three (3) offices, initially, consisting of a President, a Vice-President, and a Secretary-Treasurer, which must be filled by at least one (1) natural person. The names and mailing addresses of the initial officers are: W. R. McDaniel, 2400 El Bethel Church Road, Sneads, FL, 32460, as President; Kevin McDaniel, 7296 Highway 90, Grand Ridge, FL, 32442, as Vice-President; and Steve Weathington, P.O. Box 610, Sneads, FL, 32460, as Secretary-Treasurer.

ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by majority of the stock then entitled to vote thereon, unless the directors and the stockholders sign a written statement

manifesting their intention that a certain amendment to these Articles of Incorporation be made.

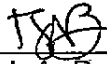
ARTICLE XI
INCORPORATOR

The name and address of the incorporator of this corporation who shall sign and file these Articles is: Frank A. Baker, 4431 Lafayette Street, Marianna, FL, 32446.

ARTICLE XII
PREEMPTIVE RIGHTS

In the event that the Board of Directors authorizes the issuance of further shares of stock in the corporation, or in the event that the officers or directors of the corporation take action to issue previously-authorized shares of stock, then each shareholder of record at the time of the issue or sale shall have the option to purchase such number of shares to be issued, in the proportion that his (or her) already-owned shares bears to the total number of already-issued shares.

EXECUTED and acknowledged that date below written.



Frank A. Baker
As Incorporator and as Resident Agent

STATE OF FLORIDA
COUNTY OF JACKSON:

THE FOREGOING INSTRUMENT was acknowledged before me this May 23, 2001, by Frank A. Baker, as Incorporator and as Resident Agent, who is personally known to me and who did take an oath.



Notary Public
My Commission Expires:

fb\dollartrain.art



"OFFICIAL SEAL"
Sheryl L. Branning
My Commission Expires 11/7/03
Commission # CC 883816