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Gary S. Edinger

Attorney at Law

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June 14, 2001

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399
(850) 488-9000
BY FEDERAL EXPRESS

800004423178--7
-06/15/01--01094--009
*****122.50 *****78.75

RE: Incorporation of: Jerry's Lavonia Corporation
Georgia I-85 Management Company, Inc.
Kaleigh Shaye, Inc.

Dear Sir or Madam:

I wish to incorporate three (3) separate Florida corporations as referenced above. Accordingly, I enclose an original and one copy of the Articles of Incorporation for each of the proposed corporations. I have also enclosed three (3) separate checks in the amount of \$122.50 each for the filing fees. Those fees were calculated as follows for each corporation:

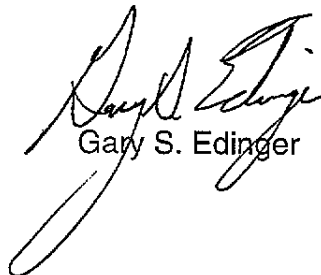
Filing Fee	\$35.00
Certified Copy Fee	\$52.50
Registered Agent Fee	\$35.00
TOTAL	\$122.50

01 JUN 15 PM 3:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation for each corporation and return a certified copy to the undersigned.

If the fees stated above have changed, or if there is anything further you require, please advise at your earliest convenience. Thank you for your kind assistance in this matter.

Sincerely,


Gary S. Edinger

/gse
Enclosures

DS
6/18/01

ARTICLES OF INCORPORATION
OF
JERRY'S LAVONIA CORPORATION

FILED

01 JUN 15 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this corporation is JERRY'S LAVONIA CORPORATION.

ARTICLE II

General Nature of Business

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III

Capital Stock

The corporation is authorized to issue 1,000 shares of Class A common stock and 1,000 shares of Class B common stock. All stock shall have a par value of one mil (\$.001) per share. The Class B shares shall be the same as the Class A shares in all respects except that the Class A shares shall be voting shares and the Class B shares shall be nonvoting shares.

ARTICLE IV

Preemptive Rights

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 thereof at the price at which it is offered to others.

ARTICLE V

Duration

This corporation shall exist perpetually, commencing upon filing of these Articles.

ARTICLE VI

Initial Principal Office and Registered Agent

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be as follows:

GARY S. EDINGER
305 N.E. 1st Street
Gainesville, Florida 32601

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VII

Board of Directors

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws

adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

Initial Director

The name of the initial director of this Corporation and his street address is:

<u>Name</u>	<u>Address</u>
ASHER G. SULLIVAN, JR.	17035 S.E. County Road 234 Micanopy, Florida 32667

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and is qualified, whichever first occurs.

ARTICLE IX

Initial President

The name of the initial president of this Corporation and his street address is:

<u>Name</u>	<u>Address</u>
ASHER G. SULLIVAN, JR.	17035 S.E. County Road 234 Micanopy, Florida 32667

The person named as initial president shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and is qualified, whichever first occurs.

ARTICLE X

Indemnification

The Corporation shall have the authority, but is not required to indemnify

any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law.

ARTICLE XI

Incorporator

The name and street address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
GARY S. EDINGER	305 N.E. 1st Street Gainesville, Florida 32601

ARTICLE XII

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 by them to the stockholders and approved at a stockholders' meeting by two-thirds (2/3) vote of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 14th day of June, 2001.



GARY S. EDINGER

STATE OF FLORIDA

COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared GARY S. EDINGER, who is personally known to me, and who did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 14th day of June, 2001.



T. Hoppes
NOTARY PUBLIC, State of Florida
My Commission Expires:

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

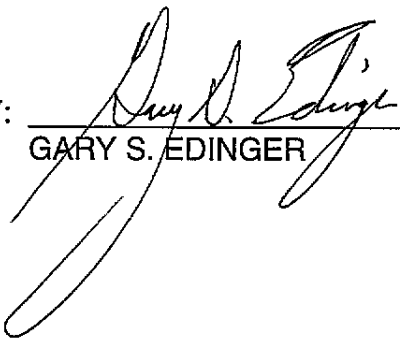
The following is submitted, in compliance with Section 48.091, Florida Statutes:

That JERRY'S LAVONIA CORPORATION 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 Gainesville, County of Alachua, State of Florida has named GARY S. EDINGER, located at 305 N.E. 1st Street, City of Gainesville, County of Alachua, State of Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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

BY: _____


GARY S. EDINGER

FILED

01 JUN 15 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA