

PO1 0000 83380

JONATHAN W. NEWLON, P.A.
ATTORNEY AT LAW

13815 U.S. 98 BYPASS
DADE CITY, FLORIDA 33525
352-521-3449 PHONE

POST OFFICE BOX 512
SAN ANTONIO, FLORIDA 33576
352-521-3484 FACSIMILE

August 17, 2001

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Mom, Pop & Sons, Inc.

Gentlemen:

Enclosed for filing are two copies of the Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 for your filing fee.

I would appreciate your filing these Articles as soon as possible. Please return a copy of the filed Articles, along with the Certificate of Incorporation, to my office at 13815 U.S. 98 Bypass, Dade City, Florida 33525.

We appreciate your assistance in this matter.

Sincerely,



Jonathan W. Newlon

JWN/kw
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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8/23/01

**ARTICLES OF INCORPORATION
OF
MOM, POP & SONS, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as the sole Incorporator of **MOM, POP & SONS, INC.**, under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
Name

The name of the Corporation is MOM, POP & SONS, INC.

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Capital Stock

The total number of shares which the Corporation shall have the authority to issue shall be Ten Thousand (10,000) shares, consisting of a single class of common stock having a par value of \$0.01 per share.

ARTICLE IV
Preemptive Rights

There shall be no preemptive rights with respect to new stock of this Corporation.

ARTICLE V
Principal Office

The address of the principal office of the Corporation is Post Office Box 1247, San Antonio, Florida 33576.

ARTICLE VI
Mailing Address

The mailing address of the Corporation is Post Office Box 512, San Antonio, Florida 33576.

ARTICLE VII
Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 13815 U.S. 98 Bypass, Dade City, Florida 33525, and the initial registered agent at such address is Jonathan W. Newlon.

ARTICLE VIII
Initial Board of Directors

The number of Directors constituting the initial Board of Directors of the Corporation is One (1). The number of Directors may be increased or decreased from time to time in the manner provided for in the bylaws, but in no event shall the number of Directors be less than One (1). The name of the person who is to serve as the initial Director until the first annual meeting of the shareholders of the Corporation or until a successor Director or Directors are elected and shall qualify is WAYNE LAWRENCE and KATHLEEN LAWRENCE.

ARTICLE IX
Incorporator

The name and address of the sole Incorporator of the Corporation is Jonathan W. Newlon, 13815 U.S. 98 Bypass, Dade City, Florida 33525.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation have been signed by the undersigned Incorporator as of the 17th day of August, 2001.



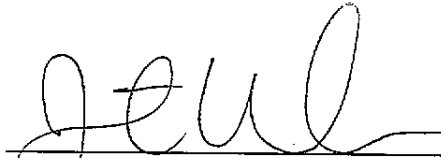
Jonathan W. Newlon, Incorporator

ARTICLES OF INCORPORATION
OF MOM, POP & SONS, INC.
PAGE 3

ACCEPTANCE OF APPOINTMENT BY
INITIAL REGISTERED AGENT

THE UNDERSIGNED, having been named in Article VII of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Mom, Pop & Sons, Inc.

DATED, this 17th day of August, 2001.


Jonathan W. Newlon
Registered Agent

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