

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1 000 102478

Always the Best Stuff, Inc.

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Please file 1st

- Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ____ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- Cert. Copy _____
- ____ Photo Copy _____
- Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
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TALLAHASSEE, FLORIDA

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Signature _____

Requested by: SK 10/23/01 10:38
Name Date Time

Walk-In Will Pick Up

SK 10/23

ARTICLES OF INCORPORATION OF
ALWAYS THE BEST STUFF, INC.

The undersigned, acting as incorporators, adopt the following Articles of Incorporation for the entity described herein pursuant to the Florida General Corporation Act:

Article I
NAME

The name of this corporation is **Always the Best Stuff, Inc.**

Article II
DURATION

This corporation shall have perpetual existence.

Article III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted by the Florida General Corporation Act and not inconsistent with any other law.

Article IV
INITIAL CAPITAL STOCK

This corporation is initially authorized to issue 500 shares of common stock, each having a par value of ONE DOLLAR (\$1.00). Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

Article V
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the pre-emptive right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of any class or classes of the Corporation; and

B. Any obligation that the corporation may issue which is convertible into or exchangeable for any stock of any class or classes of the corporation, or to which is attached or

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pertinent any warrant(s) or other instrument(s) conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this pre-emptive right. This right may also be waived in writing by the Shareholder.

Article VI

BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The address of the initial principal office of this corporation is **2201 Northeast 18th Avenue, Wilton Manors, Florida 33305**; the principal place of business of the corporation shall be **Broward County, Florida**.

Article VII

REGISTERED AGENT/INITIAL REGISTERED OFFICE

The Registered Agent of the corporation is **Matthew Peeples**, and the initial registered office of this corporation is **2201 Northeast 18th Avenue, Wilton Manors, Florida 33305**.

Article VIII

INITIAL BOARD OF DIRECTORS

This corporation shall initially have five directors. The number of directors may be either increased or decreased from time to time in accordance with the By-Laws, but shall never be less than one (1). The names and addresses of this corporation's initial directors are:

Matthew Peeples, President/Director
Mark Peeples, First Vice President/Director
Bob R. Peeples, Second Vice President/Director
Vicki Peeples, Treasurer/Director
Gregory Cumbie, Secretary/Director
2201 Northeast 18th Avenue
Wilton Manors, Florida 33305

Article IX

INCORPORATORS

The name and address of the person signing these Articles are:

Mathew Peeples, President/Director

2201 Northeast 18th Avenue
Wilton Manors, Florida 33305

Article X
INDEMNIFICATION

This corporation shall indemnify and hold harmless any officers or directors, or any former officers or directors, to the full extent permitted by law. The officers and directors shall not have personal liability for any debts of the corporation, to the full extent permitted by law.

Article XI
AMENDMENTS

This corporation reserves the right to modify, amend or repeal any of the provisions contained within these Articles of Incorporation, or any amendments thereto, in accordance with Florida law; any right conferred upon the shareholders is subject to this reservation.

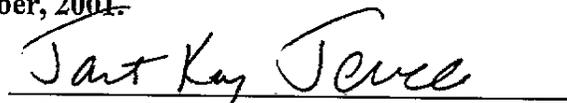
IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Incorporation on this **22nd** day of **October, 2001**.


Matthew Peeples

STATE OF FLORIDA)
):ss
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MATTHEW PEEPLES, who produced identification in the form of Florida Drivers License # P142-556-69-214-0, and who is otherwise known to me to be the person who executed the foregoing Articles of Incorporation, and who also acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the County and State set forth above, on this **22nd** day of **October, 2001**.


NOTARY PUBLIC

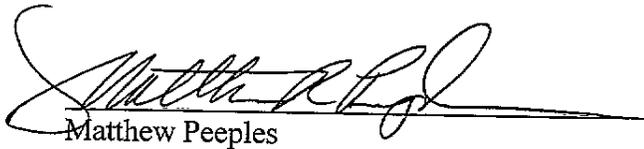
My commission expires:



CERTIFICATE OF REGISTERED AGENT

In compliance with Chapters 48 and 607, Florida Statutes, and any other applicable laws, **Always the Best Stuff, Inc.**, desiring to organize and/or qualify as a corporation under the laws of the State of Florida, and with its principal place of business at **2201 Northeast 18th Avenue, Wilton Manors, Florida**, does hereby designate **Matthew Peeples, 2201 Northeast 18th Avenue, Wilton Manors, Florida**, as its registered agent to accept service of process within Florida.

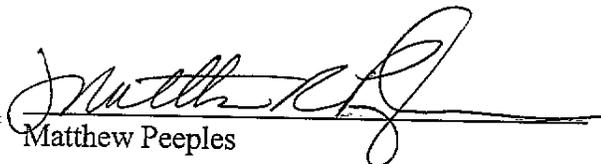
Dated this ^{22nd} ~~18th~~ day of **October, 2001**.


Matthew Peeples

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated Registered Agent to accept service of process on the aforementioned and described Corporation at the location designated above to accept service of process, I hereby accept my appointment as Registered Agent simultaneously with my designation as same, I agree to comply with the provisions of all statutes pertinent to the proper and efficient performance of my duties as same, and I further attest that I am familiar with the obligations of the position.

Dated this ^{22nd} ~~18th~~ day of **October, 2001**.


Matthew Peeples

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