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W. J. VAUGHN
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W.G. VAUGHN (1890-1951)

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ELISE G. VAUGHN

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November 7, 2001

Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

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*****70.00 *****70.00

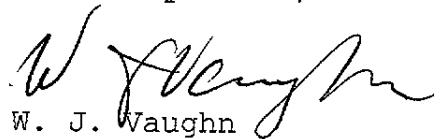
Re: OCEAN HARDWARE AND GARDEN CENTER OF MELBOURNE BEACH, INC.

Gentlemen:

Enclosed please find the following for the filing for a new corporation:

- [1] Original Articles of Incorporation.
- [2] Filing fee of \$70.00.

Sincerely Yours,


W. J. Vaughn

Enc.

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ARTICLES OF INCORPORATION
OF
OCEAN HARDWARE AND GARDEN CENTER OF MELBOURNE BEACH, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation shall be **OCEAN HARDWARE AND GARDEN CENTER OF MELBOURNE BEACH, INC.**

ARTICLE II

DURATION

The corporation shall have perpetual existence commencing upon the date these Articles are filed with the Secretary of State.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized are: to directly or through ownership of shares in any corporation, to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

To such extent as a corporation organized under the Florida Business Corporation Act of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in

connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a Corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act of this state or under any amendment thereof, supplement thereto, or substitute therefor.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is one hundred (100), all of which shall be common shares with par value of \$10.00.

ARTICLE V

It is the intention of the incorporators that the stock of this Corporation shall qualify as a Small Business Company Stock under Section 1244 of the Internal Revenue Code, and as a Subchapter "S" Corporation.

ARTICLE VI

VOTING RIGHTS

Except as otherwise provided by law the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

[A] The street address of the initial principal office of the corporation is 307 Ocean Avenue, Melbourne Beach, Fl. 32951.

[B] The name of the initial registered agent is Ralph Arentsen whose address is 307 Ocean Avenue, Melbourne Beach, Fl. 32951.

ARTICLE VIII

DIRECTORS

This corporation shall have one (1) director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Director of this corporation is:

NAME	ADDRESS
Ralph Arentsen	307 Ocean Avenue Melbourne Beach, Fl. 32951

ARTICLE IX

INCORPORATORS

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

Ralph Arentsen	307 Ocean Avenue Melbourne Beach, Fl. 32951
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ARTICLE X

OFFICERS

The officers of the corporation may be a President/Vice President/Secretary/Treasurer, or any one of them as may be provided for in the By-Laws.

The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

OFFICER

President/Secretary/Treasurer/Director

Ralph Arentsen

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE XI

BYLAWS

[A] The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

[B] Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares of property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XIII

EFFECTIVE DATE

The effective date of this corporation shall be the date these Articles are filed with the Secretary of State.

IN WITNESS WHEREOF I have made, subscribed, and acknowledged this Certificate of Incorporation this 31st day of October, 2001.

Ralph P. Arentsen
Ralph Arentsen

ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

Ralph P. Arentsen
Ralph Arentsen

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Ralph Arentsen to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same. Said party (check one) (XXX) is personally known to me or () presented _____ as identification, and did take an oath.

Witness my hand and official seal in the County and State last aforesaid this 31st day of October, 2001.

Mildred Kudra
Notary Public Mildred Kudra
State of Florida
My Commission Expires: October 28, 2003



Mildred Kudra
MY COMMISSION # CC870434 EXPIRES
October 28, 2003
BONDED THRU TROY FAIN INSURANCE, INC.