

POL0000116579
Cash Cow Management, Inc.
3229 Highway 17 North
Green Cove Springs, Florida 32043
Telephone: (904) 284-4021
Fax: (904) 284-9174

FILED

01 DEC -4 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 30th, 2001

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700004703527--7
-12/04/01--01023--007
*****70.00 *****70.00

Re: Cash Cow Management, Inc.

Dear Sir or Madam:

Enclosed please find two original copies of the Articles of Incorporation for the above named company. After filing, we understand that one document will be placed on record at your offices and one file-stamped copy will be returned to our offices at the above listed address.

Also enclosed is the filing fee in the sum of \$70.00.

Thank you in advance for your cooperation and assistance in this matter. If you have any questions, please contact my assistant, Chrissie Enright, at the above referenced number extension 204.

Sincerely,

Chrissie Enright

Nina O. Soileau

Nina Soileau GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Four EEFCAL date*
DATE *12-10-01*
DOC. EXAM *CB*

C. BLALOCK DEC 10 2001
W0127837

ARTICLES OF INCORPORATION
of
CASH COW MANAGEMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE: NAME

The name of this corporation is **Cash Cow Management, Inc.**

ARTICLE TWO: PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE: CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock, each having a par value of \$1.00 (One Dollar) which shares shall be, and hereby are, designated as "Common Shares". Without action by the shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE FOUR: TERMS OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of FILING of these Articles.

ARTICLE FIVE: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3229 Highway 17 N. Green Cove Springs, Florida 32043 and the name of the initial registered agent of this corporation at that address is Donald A. Toce. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE SIX: INITIAL BOARD OF DIRECTORS

This corporation shall have two (3) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Directors of the corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|-----------------|---|
| John W. Soileau | 3229 Highway 17 North Green Cove Springs, FL 32043 |
| Nina O. Soileau | 3229 Highway 17 North Green Cove Springs, FL 32043 |
| Donald A. Toce | 3229 Highway 17 North Green Cove Springs, FL 32043 |

ARTICLE SEVEN: INCORPORATOR

The name and address of the Incorporator of the corporation is:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| Donald A. Toce | 3229 Highway 17 North Green Cove Springs, FL 32043 |

ARTICLE EIGHT: BYLAWS

The shareholders and the Board of Directors shall adopt Bylaws for the corporation, pursuant to these Articles, and shall do so as soon as practicable. Such Bylaws may not be amended except as set forth in Article Ten herein.

ARTICLE NINE: MAILING ADDRESS

The mailing address of the initial principal office of the corporation will be 3229 Highway 17 North, Green Cove Springs, Florida 32043.

ARTICLE TEN: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE ELEVEN: COMMENCEMENT OF BUSINESS

The Corporation will not commence business until it has received, for the issuance of shares, consideration of the value of Five Hundred Dollars (\$500.00) consisting of money, labor done or property actually received.

ARTICLE TWELVE: SUBSCRIPTION

As of and by the execution of these Articles of Incorporation by the Incorporator, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribes to purchase 500 shares of Common Stock at \$1.00 (One Dollar) per share, for a total purchase price for Incorporator of \$500.00 (Five Hundred Dollars), to be paid as shall be determined by the Board of Directors.



IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 21st November, 2001.

PERSONALLY KNOWN TO me
Donald A Toce (SEAL)
DONALD A. TOCE, as Incorporator

STATE OF FLORIDA }
COUNTY OF CLAY }

PERSONALLY BEFORE ME, the undersigned Officer duly authorized to administer oaths and take acknowledgments, appeared Donald A. Toce, to me well known to be the person described in herein and who executed the foregoing Articles of Incorporation of Cash Cow Management, Inc.; and he acknowledged before me that he signed such Articles of Incorporation for the uses and purposes therein set forth.

WITNESS my hand and Official Seal at Clay County, Florida, this 21st November, 2001.


NOTARY PUBLIC - STATE OF FLORIDA
Commission Number:
My Commission Expires:  **THOMAS MANN**
MY COMMISSION # DD 013221
EXPIRES: June 9, 2005
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

CERTIFICATION OF ACCEPTANCE
of
REGISTERED AGENT DESIGNATION

Cash Cow Management, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Donald A. Toce, do hereby consent to serve as Registered Agent for Cash Cow Management, Inc. Signed this 21st day of November, 2001.

Donald A Toce

Donald A. Toce
Registered Agent

STATE OF FLORIDA }
COUNTY OF CLAY }

PERSONALLY BEFORE ME, the undersigned Officer duly authorized to administer oaths and take acknowledgments, appeared Donald A. Toce, to me well known to be the person described in herein and who executed the foregoing *Certification Of Acceptance Of Designation Of Registered Agent Of Cash Cow Management, Inc.*; and he acknowledged before me that he signed such Certification for the uses and purposes therein set forth.

21 WITNESS my hand and Official Seal at CLAY County, Florida, this day of November, 2001.

[Signature]
NOTARY PUBLIC - STATE OF FLORIDA
Commission Number _____
My Commission Expires _____
THOMAS MANN
MY COMMISSION # DD 013221
EXPIRES: June 9, 2005
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

{NOTARIAL SEAL}