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Edwin T. Mulock
Board Certified Civil Trial Lawyer
Personal Injury & Wrongful Death
Medical Malpractice
Criminal Law



W. Wade Thompson
Personal Injury & Wrongful Death
Medical Malpractice
Criminal Law

December 6, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-12/10/01--01029--022
*****78.75 *****78.75

re: Rustic Ranch Furniture of Okaloosa, Inc.

To Whom it May Concern:

Please find enclosed the original and one copy of the Article of Incorporation of Rustic Ranch Furniture, Inc., together with the Designation of Registered Agent and check in the amount of \$78.75 for filing fees and certified copy. (\$70.00 filing + \$8.75 certified copy fee.)

Please indicate the approval of the Articles of Incorporation by filing same and returning a certified copy to me for the corporate records.

Thank you.

Sincerely,

Edwin T. Mulock, Esquire
519 13th Street West
Bradenton, FL 34209
(941) 748-2104

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Rustic Ranch Furniture of Okeechobee, Inc. and its principal place of business shall be located at 400 WN Park Street, Okeechobee, FL 34972.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1000) shares of common stock at One-Dollar (\$1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 519 13th Street West, Bradenton, FL 34205 and the name of the initial registered agent of this corporation at that address is Edwin T. Mulock, Esq..

ARTICLE VII - DIRECTORS

Initially, this corporation shall have four (4) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of

Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
Nancy and Joseph Gagliardi	2215 S.W. 22 nd Circle Okeechobee, FL 34974

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
President- Nancy Gagliardi	2215 S.W. 22 nd Circle Okeechobee, FL 34974
Vice President – Joseph P. Gagliardi	2215 S.W. 22 nd Circle Okeechobee, FL 34974
Secretary – Christina Gagliardi	
Treasurer – Charles Gagliardi	

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

<u>Name</u>	<u>Address</u>
Nancy and Joe Gagliardi	2215 S.W. 22 nd Circle Okeechobee, FL 34974

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: November 15, 2001

By Nancy Gagliardi
Printed Name Nancy Gagliardi
and J.P. Gagliardi
Printed Name J.P. Gagliardi
Incorporator(s)

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that {name of corporation} Rustic Ranch of Okechobee, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Edwin T. Mulock, Esq., located at 519 13th Street West, Bradenton, FL 34205 as its agent to accept service of process within Florida.

Dated: 11/15, 2001

By Nancy Gagliardi
Printed Name: Nancy Gagliardi
and J.P. Gagliardi
Printed Name J.P. GAGLIARDI
Incorporator(s)

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 11/12, 2001

By Edwin T. Mulock
Printed Name Edwin T. Mulock
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA