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Law Offices

Billie J. Merritt, P.A.

THE OLD POST OFFICE BUILDING
445 EAST NELSON AVENUE
DEFUNIAK SPRINGS, FLORIDA 32433
TELEPHONE: (850) 892-0852
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January 3, 2002

10 SAN JUAN AVENUE
SEAGROVE BEACH, FLORIDA 32459
TELEPHONE: (850) 231-3690
FAX: (850) 231-3691
REPLY TO: DEFUNIAK SPRINGS

Secretary of State
Division of Corporations
The Capitol Building
P.O. Box 6327
Tallahassee, FL 32314

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

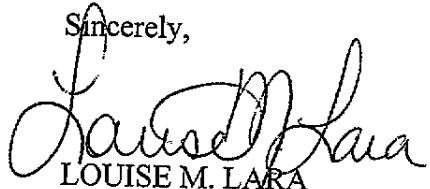
Re: Articles of Incorporation of SCALY BARK, INC.

Dear Sirs:

Enclosed for filing is an original and one copy of the Articles of Incorporation and Oath of Resident Agent of the above entity. Also enclosed is our check in the amount of \$78.75 for the filing fee associated therewith and for a certified copy of said Articles.

Thank you for your assistance in this matter.

Sincerely,


LOUISE M. LARA
Secretary to BILLIE J. MERRITT

/lml

Enclosures: as stated

cc: Mr. Ray Padgett, SCALY BARK, Inc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN - 7 AM 8:50

ARTICLES OF INCORPORATION

OF

SCALY BARK, INC.

The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation shall be: **SCALY BARK, INC.**

ARTICLE II - DURATION

This corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

This shall be a general purpose corporation. Its goals, purposes and management shall be determined by its shareholder(s). The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation shall be authorized to issue 5,000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V - RIGHTS OF SHARES OF CAPITAL STOCK

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN -7 AM 8:50

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - PRINCIPAL OFFICE & REGISTERED OFFICE AND AGENT

The street address and mailing address(es) of the principal office of this corporation shall be:

5580 County Hwy 185, Ponce de Leon, FL 32455

The name of the initial registered agent of this corporation at that address shall be RAY PADGETT.

ARTICLE VIII - MANAGEMENT

The business and affairs of this corporation shall be managed by its shareholder(s). The name and address of the initial shareholder is RAY PADGETT.

ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles is RAY PADGETT.

ARTICLES X - BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI - AMENDMENT

This corporation shall reserve the right to amend or repeal any provisions contained in

these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 2nd day of January, 2002.


RAY PADGETT

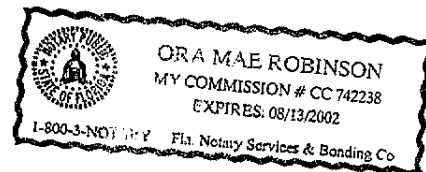
STATE OF FLORIDA
COUNTY OF WALTON

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, appeared RAY PADGETT who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 2nd day of January, 2002.


NOTARY PUBLIC

My Commission Expires: 8/13/2002



STATE OF FLORIDA

COUNTY OF WALTON

OATH OF RESIDENT AGENT

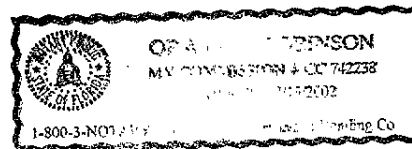
I, RAY PADGETT, having been named to accept service of process for SCALY BARK, INC. do hereby accept such designation; agree to act in such capacity; and agree to comply with the provisions of The Florida General Corporations Act (Chapter 607, Florida Statutes) relative to keeping open said office.


RAY PADGETT

Sworn to and subscribed before me by RAY PADGETT who is personally known to me
on this 2nd day of January, 2002.


NOTARY PUBLIC

My commission expires: 8/13/2002
CC 74 2238



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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