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THE LAW OFFICE OF
KEITH R. TAYLOR, P.A.

530 N. SUNCOAST BLVD.
P.O. BOX 975
CRYSTAL RIVER, FL 34423-0975

TELEPHONE (352) 795-0404
FACSIMILE (352) 795-3145
E-MAIL taylorlaw@mindspring.com

Divisions of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Fl. 32399

January 23, 2002

RE: PINNACLE MERCHANDISERS, INC.

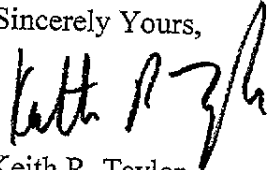
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*****78.75 *****78.75

Dear Sir or Madam,

Enclosed please find the proposed Articles of Incorporation of **PINNACLE MERCHANDISERS, INC.**, the signed Acceptance of Registered Agent, and copy of the Articles to be conformed and our check in the amount of \$ 78.75, representing the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Fee	\$ 35.00
<hr/>	
Total:	\$ 78.75

Please record these Articles as soon as possible and return a conformed copy to me at the above address. Your prompt attention to this matter will be greatly appreciated.

Sincerely Yours,

Keith R. Taylor

KRT/sl
cc: Pinnacle Merchandisers, Inc.

Enclosure

FILED
02 JAN 25 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PINNACLE MERCHANDISERS, INC.

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02 JAN 25 AM 9: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

PINNACLE MERCHANDISERS, INC.

and its principal office for the conduct of business is:

2355 Stockton Drive, Green Cove Springs, FL 32043

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II

The general nature of the business to be conducted by this corporation is to engage in any activities or business permitted under the laws of the United States and Florida; in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock at \$10.00 par value. Said capital stock shall be fully paid and non-assessable, which shall be equal and uniform in all respects but subject to all restrictions and conditions of the By-Laws of the corporation pertaining hereto, and shall be payable in lawful money of the United States, or in property, labor, or in services at a just valuation to be fixed by the stockholders at a meeting duly convened and held. The holders of said stock shall together have unlimited voting rights and be entitled to receive the net assets of the corporation upon dissolution. The amount of capital with which the corporation shall begin shall be the sum of \$500.00.

ARTICLE IV

The transferability of any of the shares of stock in this corporation may be restricted by any shareholders agreement entered into by all of the holders of any share or shares of the stock of this corporation at the time of stockholders agreement is executed.

ARTICLE V

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owed at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders. Written notice of intention to issue non-issued capital stock or new stock shall be

given by the corporation to all stockholders and stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

ARTICLE VI

The term for which this corporation shall exist shall be perpetual and the business of the corporation shall be conducted, carried on, and managed by the officers of this corporation and a Board of Directors composed of one or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer and any other officer as the Board of Directors may deem expedient. Any two or more offices may be held by the same person.

ARTICLE VII

The names and addresses of the Directors constituting the initial Board of Directors are as follows:

NAME & ADDRESS

OFFICE

Stephen Nicholson
2355 Stockton Drive
Green Cove Springs, FL 32043

President / Treasurer

Jacqueline Nicholson
2355 Stockton Drive
Green Cove Springs, FL 32043

Vice President / Secretary

ARTICLE VIII

The name and street address of the corporation's initial registered agent is: **Keith R. Taylor, at 530 N. Suncoast Blvd., Crystal River, Florida 34429.**

ARTICLE IX

The name and addresses of the incorporator is as follows:

NAME

ADDRESS

Stephen Nicholson

**2355 Stockton Drive, Green Cove
Springs, FL 32043**

ARTICLE X

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firms or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he or she is also a director of such subsidiary or controlled company.

ACCEPTANCE OF REGISTERED AGENT

FILED

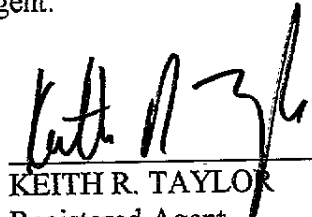
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Registered Agent as set forth in Article VIII of the foregoing Articles of Incorporation of:

PINNACLE MERCHANDISERS, INC.

does hereby accept the designation of **KEITH R. TAYLOR**, of **530 N. Suncoast Blvd., Crystal River, Florida 34429**, as Registered Agent of said corporation. Having been named, and accepting the designation of Registered Agent, I hereby agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



KEITH R. TAYLOR
Registered Agent


STATE OF FLORIDA
COUNTY OF CITRUS

SWORN TO and subscribed before me this 23rd day of January, 2002, by **KEITH R. TAYLOR**, who signed the foregoing Acceptance of Registered Agent and is:

personally known to me, or
_____ has produced _____ as identification.



NOTARY PUBLIC
State of Florida

 Jeanne M Price
My Commission DD032221
Expires June 07 2005

My commission expires: 6/7/05