

P02000013070

VOLPE, BAJALIA, WICKES & ROGERSON

ATTORNEYS AT LAW

RIVERPLACE TOWER
1301 RIVERPLACE BOULEVARD ♦ SUITE 1700
JACKSONVILLE, FLORIDA 32207

TIMOTHY W. VOLPE
MICHAEL M. BAJALIA*
LESLIE A. WICKES
JOHN T. ROGERSON, III
M. MARK BAJALIA
AMY SULLIVAN CROFT
MATTHEW L. LINES
W. GARY YELDELL
BETHANY K. RAY**

TELEPHONE: 904/355-1700
FACSIMILE: 904/355-1797
E-MAIL: @vbwr.com
*Also admitted in Georgia
**Also admitted in Alabama

January 28, 2002

900004844379--1
-01/30/02--01039--014
236.25 **78.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Kevin E. Sapp, Inc.
Dixie Pecan Company
K & D Property Management, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for each of the above-referenced corporations along with our firm's check in the amount of \$236.25 representing the filing fees. Please provide us with a certified copy of the Articles of Incorporation evidencing they have been duly filed with the Florida Department of State.

Please do not hesitate to call us if you have any questions.

Very truly yours,

L. A.

W. Gary Yeldell, Esq.

FILED
02 JAN 30 PM 2:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosures

02-25-02
→

ARTICLES OF INCORPORATION OF
KEVIN E. SAPP, INC.

FILED
02 JAN 30 PM 2:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purposes 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 is KEVIN E. SAPP, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 8943 Rose Hill Drive South, Jacksonville, FL 32221.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock with a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is W. Gary Yeldell, Esquire, c/o Volpe, Bajalia, Wickes & Rogerson, 1301 Riverplace Blvd., Suite 1700, Jacksonville, Florida 32207.

ARTICLE V. INDEMNIFICATION

Directors, officers, employees and agents of this corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI. DIRECTOR

The number of directors may be either increased or diminished from time to time, as provided by the Bylaws. The name and address of the initial directors are:

Kevin E. Sapp

8943 Rose Hill Drive South
Jacksonville, FL 32221

Brenda F. Sapp

8943 Rose Hill Drive South
Jacksonville, FL 32221

ARTICLE VII. INCORPORATOR

The name of the incorporator signing these Articles of Incorporation is Kevin E. Sapp. The incorporator of the corporation assigned to this corporation the rights under the pertinent provisions of the Florida Statutes to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights he may have as incorporator which require any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of January, 2002.



Kevin E. Sapp, Incorporator
8943 Rose Hill Drive South
Jacksonville, FL 32221

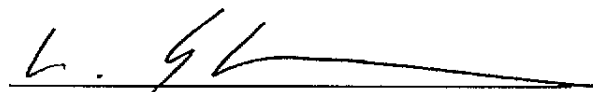
ACCEPTANCE OF DESIGNATION

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted:

1. That KEVIN E. SAPP, INC. desires to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation and has named W. Gary Yeldell, Esq., c/o Volpe, Bajalia, Wickes & Rogerson located at 1301 Riverplace Blvd., Suite 1700, Jacksonville, Florida 32207, as its agent to accept service of process within this state.

2. Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

Dated this 28 day of January, 2002.


W. Gary Yeldell, Esq.