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02 FEB 28 AM 10:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

INTENTION TO FILE

ARTICLES OF INCORPORATION

Feb.01, 2002

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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

Dear Secretary of State:

Enclosed is an original and one copy of the Articles of Incorporation of SOUTHERN SALES AND ARTISTIC SPECIALTIES INC.

Also find enclosed a designation of registered agent, and a check made payable to the Secretary of State in the amount of \$78.75 which includes the statutory filing fee. Your assistance is appreciated in establishing the corporation to be known as SOUTHERN SALES AND ARTISTIC SPECIALTIES INC.

Please return the copy stamped with the filing date and document number.

Respectfully,

Andy S. Marius.
Andy S. Marius
1018 Trace Place
Lakeland, Florida
Fla. 33813

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ARTICLES OF INCORPORATION
OF
SOUTHERN SALES AND ARTISTIC SPECIALTIES INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SOUTHERN SALES AND ARTISTIC SPECIALTIES INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 1018 Trace place, Lakeland, FL 33813.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE VI

The corporation elects to have preemptive rights.

Each shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor. Such subscriptions or purchases shall be pro-rata in accordance with the number of shares then held by each shareholder in the corporation.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (chaps 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consists of one director whose name and address is as follows:

- (1) Andy S. Marius, 1018 Trace Place, Lakeland, FL 33813

ARTICLE XI

The initial registered agent of the corporation is ANDY S. MARIUS. The street address of the corporation's initial registered office is 1018 Trace Place, Lakeland, FL 33813.

ARTICLE XII

The name and address of the incorporator(s) to these Articles of Incorporation is (are)

Andy S. Marius, 1018 Trace Place, Lakeland, FL 33813

ARTICLE XIII

The powers of the incorporators cease upon filing of the Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of February, 2002.

Andy S. Marius.
Andy S. Marius, Incorporator

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CONSENT TO SERVE AS REGISTERED AGENT
FOR
SOUTHERN SALES AND ARTISTIC SPECIALTIES INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: Feb.01, 2002

Andy S. Marius.
ANDY S. MARIUS, Registered Agent

Registered address:
1018 Trace Place,
Lakeland, FL 33813