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**Locklin  
& Jones. P.A.**  
ATTORNEYS AT LAW

Jack Locklin, Jr.  
Board Certified  
Real Estate Attorney

Angela J. Jones

March 4, 2002

Hand Delivery

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500005050685--3  
-03/06/02--01058--025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **McDavid's Enterprise Group, Inc.**

Dear Sirs:

Enclosed are an executed original and one copy of the Articles of Incorporation of **McDavid's Enterprise Group, Inc.**, and an original and one copy of an executed Certificate Designating the Resident Agent. Our check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	8.75
Total .....	<u>\$78.75</u>

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,

  
Brenda Gibson  
Assistant to Jack Locklin, Jr.

RECEIVED  
02 MAR -6 PM 12:48  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APPROVED  
AND  
FILED  
02 MAR -6 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

02 MAR -6 PM 1:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**McDAVID'S ENTERPRISE GROUP, INC.**

**ARTICLE - I**

The name of this corporation is: **McDAVID'S ENTERPRISE GROUP, INC.**

**ARTICLE - II**

The purpose of this corporation is to develop and market to the consuming public informational videotapes on how to effectively purchase durable consumer items, and any and all other lawful business.

**ARTICLE III - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**ARTICLE IV - PRE EMPTIVE RIGHTS**

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

**ARTICLE V - INITIAL REGISTERED**

**OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 7925 Briaroak

Drive, Pensacola, Florida 32514, and the name of the initial registered agent of this corporation at that address is Crystal McDavid. The principal office is the same as the registered office.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have four directors, initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Dennis McDavid	7925 Briaroak Drive Pensacola, Florida 32514
Crystal McDavid	7925 Briaroak Drive Pensacola, Florida 32514
Joseph L. Johnson	7689 Old Hickory Drive Pensacola, Florida 32507
Johnell Green	2824 Villager Circle Pensacola, Florida 32504

#### **ARTICLE VII - INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is Crystal McDavid, 7925 Briaroak Drive, Pensacola, Florida 32514.


#### **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 1<sup>st</sup> day of March, 2002.

  
Crystal McDavid

STATE OF FLORIDA

COUNTY OF SANTA ROSA

BEFORE ME the undersigned Notary Public in and for the State of Florida at large, personally appeared Crystal McDavid, to me well known and known to me to be the individual described in or who presented DRIVERS LICENSE as identification, and who executed the foregoing Articles of Incorporation of **McDAVID'S ENTERPRISE GROUP, INC.** and being duly sworn acknowledged that he executed the same for the uses and purposes therein expressed.

GIVEN under my hand and official seal this the 1<sup>st</sup> day of March, 2002.



  
Notary Public

My commission expires: \_\_\_\_\_

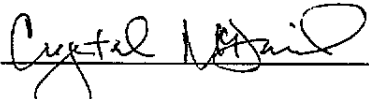
~~CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED~~

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

**McDAVID'S ENTERPRISE GROUP, INC.**, desiring to organize under the Laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Milton, Santa Rosa County, Florida, has named **Crystal McDavid**, 7925 Briaroak Drive, Pensacola, Florida 32514, as agent to accept service of process within the state.

Dated this the 1<sup>st</sup> day of March, 2002.

**McDAVID'S ENTERPRISE GROUP, INC.**

BY:   
**Crystal McDavid**

**ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the act relative to keeping open an office.

  
**Crystal McDavid**

02 MAR -6 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED