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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : ROBERT L. PETERS P.A.  
Account Number : I20010000049  
Phone : (904)491-0838  
Fax Number : (904)261-6766

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2002 MAR 22 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

Uncle Dave Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**Uncle Dave Inc.**

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**TALLAHASSEE, FLORIDA**

**ARTICLE I**  
**Name**

The name of the corporation is Uncle Dave Inc.

**ARTICLES II**  
**Duration**

The corporation shall have perpetual existence.

**ARTICLE III**  
**Purpose**

The purpose of this corporation is to engage in retail services and in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each having a par value of \$10.00.

**ARTICLE V**  
**Principal Office and Registered Agent**

The initial principal office of the corporation and mailing address is 1930 Woodrow Ave, Fernandina Beach, Florida 32034. The mailing address of the registered agent is 309 1/2 Centre Street, Suite 205, Fernandina Beach, Florida 32034. The name of the initial registered agent at such address is Robert L. Peters.

**ARTICLE VI**  
**Director**

The corporation shall have one director initially, whose name and street address is as follows: Dave Bandelin 1930 Woodrow Avenue, Fernandina Beach, Florida 32034.

**ARTICLE VII**  
**Subscriber**

The name and address of the incorporator of this corporation is as follows: Robert Peters, 309 1/2 Centre Street, Suite 205, Fernandina Beach, Florida 32034.

**ARTICLE VIII**  
**Officers**

This corporation shall have the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as may be appointed by the Board of Directors or established by the By-Laws from time to time.

**ARTICLE IX**  
**Miscellaneous**

A. This corporation shall have the following powers: All powers as are now and as are hereafter conferred upon it by law. This corporation shall continue to have all powers which the law now confers upon it, even though the law conferring such power or powers is later amended or repealed. This provision shall be construed to give this corporation the broadest and most comprehensive powers permitted by law.

B. This corporation shall establish plans such as, but not limited to, pension and/or profit sharing, wage continuation, group terms, medical care and accident and health.

C. Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director or officer in this corporation.

D. Any subscriber or stockholder present at any meeting either in person or by proxy, and any director present in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting of any defect or insufficiency of notice.

E. The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

F. Unless otherwise provided in the By-Laws, stockholders shall have a preemptive right to purchase their pro rata share of new stock.

G. Unless otherwise provided in the By-Laws cumulative voting shall not be permitted.

H. No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director or officer of this corporation is interested in or is a director or officer of such other corporation.

I. Any director of this corporation, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested.

#### **ARTICLE X** **Amendment**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be amended in any other manner permitted by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 21<sup>st</sup> day of March, 2002.

Robert Peters

Robert Peters

STATE OF FLORIDA     }  
COUNTY OF NASSAU    }

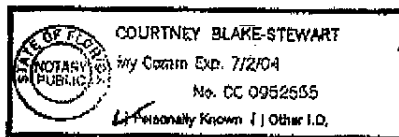
BEFORE ME, the undersigned authority, this day personally appeared before me Robert Peters who is known to me and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 21<sup>st</sup> day of March, 2002.

Courtney Blake Stewart

Notary Public

My Commission Expires:

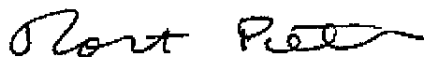


## ACCEPTANCE OF DESIGNATION

STATE OF FLORIDA }

COUNTY OF NASSAU }

Robert L. Peters, having been duly sworn according to law, deposes and says the following: I hereby acknowledge and agree to be the initial registered agent of Uncle Dave Inc. My mailing address and address for service of process is 309 ½ Centre Street, Suite 205 Fernandina Beach, Florida 32034.



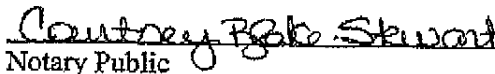
Robert Peters

STATE OF FLORIDA }

COUNTY OF NASSAU }

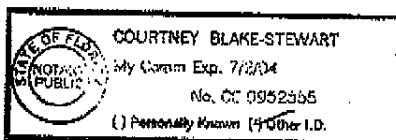
The foregoing instrument was acknowledged before me by Robert L. Peters, who is personally known to me and who did take an oath and who executed the foregoing instrument, and acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 21<sup>st</sup> day of March, 2002.



Notary Public

My Commission Expires:



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