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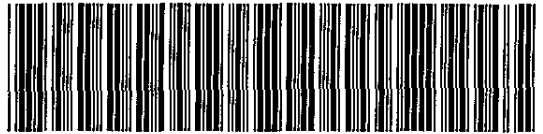
(Business Entity Name)

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gs 11/7/03

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOV. 1, 2003
~~April 15, 2002~~

Secretary of State
Corporate Records Bureau
P.O.Box 6327
Tallahassee, FL 32301

Re: WITHLACOOCHEE TRADING COMPANY.

We enclose the original and one copy of the Articles of Incorporation for WITHLACOOCHEE TRADING COMPANY LTD. and a check for \$122.50 to cover filing fees.

If the documents are in order, I would appreciate your filing the original and certifying the copy for our records.

If there are any questions please call JAMES LOWRY II at ~~305-443-6400~~
352-465-7600

*left msg.
about corp name
BE 11/7*

Sincerely,

Jim
3070
James R Lowry II
JAMES R LOWRY II

PLEASE SEND PAPERWORK TO:

James Lowry II
4020 Satzedo St.
Coral Gables, FL 3140
12315 N. OSBORNE AVE
DUNNELLON, FL 34434

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
WITHLACOCHEE TRADING COMPANY

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Corporation shall be WITHLACOCHEE TRADING COMPANY

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any legal business within the state of Florida, including the sale of real estate.

ARTICLE III
STOCK

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

JAMES LOWRY II
12315 N. OSBORNE AVE.
DUNNELLON FL. 34434

jl

ARTICLE V
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

jl

ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation shall be JAMES LOWRY *JL* and the registered office of the Company is 12315 N. OSBORNE AVE. DUNNELLO FL. 34434

ARTICLE VII
PLACE OF BUSINESS

The initial place of business for the corporation is 12315 N. OSBORNE AVE. DUNNELLO FL. 34434

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows: *JL*
JAMES LOWRY *JL*
12315 N. OSBORNE AVE.
DUNNELLO FL. 34434

ARTICLE IX
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

BY-LAWS

The board of directors shall adopt by-laws for the Corporation. The by-laws may be amended, in any manner proscribed by law.

ARTICLE XII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

JL

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing Incorporator, to the foregoing articles of incorporation, has set his hand this ~~1ST day of JANUARY 2002~~

JAMES RLOWR: II

1ST DAY OF NOVEMBER, 2003

Incorporator

[Handwritten mark]

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CLERK OF COURT
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST— WITH LACOOCHEE TRADING COMPANY IN ORDER TO DO BUSINESS AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 12315 N. OSBORNE AVE. DUNNELLON FL. 34434 HAS APPOINTED JAMES LOWRY LOCATED AT 12315 N. OSBORNE AVE. DUNNELLON FL. 34434 AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

James R. Lowry II

PRESIDENT
11-1-03

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

James R. Lowry II

RESIDENT AGENT
11-1-03

DATE

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