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WILLIAM C. HALDIN, JR., P.A.

*Attorney at Law*

WILLIAM C. HALDIN, JR.  
URSULA FARRO, LEGAL ASSISTANT

808 SOUTHEAST FORT KING STREET  
OCALA, FLORIDA 34471  
PHONE: (352) 369-1300  
FAX: (352) 351-2715  
E-MAIL: WCHatty@aol.com

February 25, 2004

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
2004 FEB 27 AM 8:31  
TALLAHASSEE FLORIDA

Re: Uncle Sam Flag & Banner, Inc.

Dear Sir/Madam:

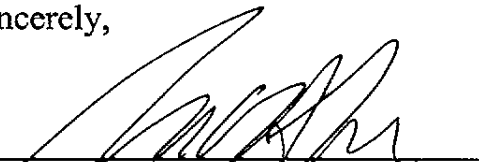
Enclosed are the original and one duplicate of the proposed Articles of Incorporation of the above captioned corporation.

Please endorse your approval of the articles on the duplicate copy and return the copy to this office. It is understood that the original document with your endorsed approval is to be filed in your records pursuant to Florida law.

A check in the amount of \$70.00 is enclosed to cover the filing fee .

If any further charges are required, or if, for any reason, the articles do not meet current requirements, please so notify the undersigned by collect telephone call (352) 369-1300.

Sincerely,

  
\_\_\_\_\_  
William C. Haldin, Jr

WCH/uf

Enclosures

pc: Mark Wormser

**ARTICLES OF INCORPORATION**

**OF**

**UNCLE SAM FLAG & BANNER, INC.**

2004 FEB 27 AM 8:31

STATE OF FLORIDA  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: Name**

The name of the corporation is UNCLE SAM FLAG & BANNER, INC.

**ARTICLE II: Business**

The corporation may engage in any activity of business permitted under the laws of the United States and Florida.

**ARTICLE III: Stock**

The total number of shares of stock which the corporation will have authority to issue is ten thousand (10,000) shares of One Dollar (\$1.00) per share par value Class A common stock. All of said stock will be payable in cash or real or personal property or such consideration as may be fixed by the shareholders.

**ARTICLE IV:**

**Registered Agent and Address and Principal Office**

The initial address of the registered office of the corporation is 808 SE Fort King Street, Ocala, Florida 34471.

The name of the corporation's registered agent at said address is William C. Haldin, Jr.

The principal business office of the corporation is 808 SE Fort King Street, Ocala, Florida 34471.

## **ARTICLE V:**

### **Management of Corporation by Shareholders**

All corporate powers will be exercised by or under the authority of, and the business of the corporation will be managed by the shareholders rather than a Board of Directors, including the power to adopt, alter, amend, or repeal by-laws.

## **ARTICLE VI: Effective Date**

The corporation will commence existence on acceptance of these Articles of Incorporation by the Secretary of State of Florida.

## **ARTICLE VII: Incorporator**

Following is the name and street address of the person signing these Articles as incorporator: William C. Haldin, Jr., 808 SE Fort King Street, Ocala, Florida 34471.

## **ARTICLE VIII:**

### **Shareholders as Employees**

There shall be no policy prohibiting shareholders from serving as corporate officers or employees. In the event that a shareholder is employed by the corporation, said shareholder shall be entitled to receive a reasonable salary for services rendered.

## **ARTICLE IX: Preemptive Rights**


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

## **ARTICLE X: Amendment**

This corporation may amend its articles of incorporation in any respect, provided that only such provisions shall be inserted by amendment as would be

lawful and proper in original articles of incorporation made at the time of making such amendment. Every amendment shall be proposed by a shareholder and approved at a shareholders' meeting by not less than seventy-five percent (75%) of the stock entitled to vote thereon.


**IN WITNESS WHEREOF**, I have executed these Articles of Incorporation on February 25, 2004.

  
\_\_\_\_\_  
WILLIAM C. HALDIN, JR.

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, personally appeared WILLIAM C. HALDIN, JR. [] to me personally known or [] who has produced NIA as identification and is known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 25<sup>th</sup> day of February, 2004.


  
\_\_\_\_\_  
Notary Public, State of Florida



Ursula Farro  
MY COMMISSION # CC996055 EXPIRES  
February 21, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

**ACCEPTANCE BY REGISTERED AGENT**

I hereby accept my designation as Registered Agent for UNCLE SAM FLAG & BANNER, INC. as set forth in Article IV of the foregoing Articles of Incorporation, this 25<sup>th</sup> day of February, 2004.

  
\_\_\_\_\_  
WILLIAM C. HALBIN, JR.

**FILED**  
2004 FEB 27 AM 8:31  
TALLAHASSEE FLORIDA  
STATE