Florida Department of State Division of Corporations

DIVISION AMIO: 32

2-20-04

Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000149823 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN

Account Number: 076077001654 Phone: (813)273-4304 Fax Number: (813)273-4396

FLORIDA PROFIT CORPORATION OR P.A.

MSTRCRFT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu.

Corporate Filing

Public Access Help.

7/20/2004

P.02

FAX AUDIT NO.: HO - 5000 498773

ARTICLES OF INCORPORATION

OF

MSTRCRFT, INC.

The undersigned subscriber to these Articles Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is MSTRCRFT, INC.

ARTICLE II

PRINCIPAL OFFICE/MAILING ADDRESS

The address of the principal office/mailing address of the Corporation is P.O. Drawer Y, Plant City, Florida 33566.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution of these Articles of Incorporation.

ARTICLE IV

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

FAX AUDIT NO.: H04-0001498233

NAME:

DAVID M. BOGGS

ADDRESS:

201 N. Franklin Street

Suite 2000

One Tampa City Center

Tampa, Florida 33602

TELEPHONE NO.: 813-273-4200 FLORIDA BAR NO.: 248207

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 1,000 shares of capital stock, all of which shares shall be common shares of the par value of \$.10 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is One Tampa City Center, Suite 2000, 201 North Franklin Street, Tampa, Florida 33602, and the name of the initial registered agent at that address is DAVID M. BOGGS.

ARTICLE VII

BOARD OF DIRECTORS

A. <u>Initial Board of Directors</u>. The names and addresses of the initial directors of the Corporation are:

MELVIN S. GORDON - 1200 W. Dr. MLK, JR. BLVD

Plant City, Florida 33563

EUGENE L. WEINER - 1200 W. Dr. MLK, JR. BLVD
Plant City, Florida 33563

RANDY S. GORDON - 1200 W. Dr. MLK, JR. BLVD
Plant City, Florida 33563

MARK H. GORDON 1200 W. Dr. MLK, JR. BLVD
Plant City, Florida 33563

TRACY W. SCHULIS 1200 W. Dr. MLK, JR. BLVD
Plant City, Florida 33563

- B. Number and Term. The Board of Directors shall be composed of no fewer than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.
- C. <u>Powers and Duties</u>. Included among the powers and duties of the Board of Directors are the following:
 - electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and

replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII

OFFICERS

- A. Officers of the Corporation shall consist of a President, Executive Vice-President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.
 - В. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.
- D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

MELVIN S. GORDON Chairman of the Board/Chief Executive Officer

President

EUGENE L. WEINER Vice-President

MARK H. GORDON Executive Vice President

TRACY W. SCHULIS Senior Vice President/ Secretary

JACK LASKOWITZ Chief Financial Officer/

Treasurer

RANDY S. GORDON

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles is:

DAVID M. BOGGS
Suite 2000
One Tampa City Center
201 North Franklin Street
Tampa, Florida 33602

ARTICLE X

MISCELLANEOUS

A. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of July, 2004.

DAVID M. BOGGS, as Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of MSTRCRFT, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of the Florida Statutes relating to the proper and complete performance of the duties of Registered Agent, and the undersigned acknowledges being familiar with, and accepts, the obligations of that position.

DAVID M. BOGGS

Registered Agent One Tampa City Center

Suite 2000

201 North Franklin Street

Tampa, Florida 33602 (813) 273-4200

NAME:

DAVID M. BOGGS ADDRESS: 201 N. Franklin Street

Suite 2000

One Tampa City Center Tampa, Florida 33602

TELEPHONE NO.: 813-273-4200

FAX AUDIT NO.: H04-0001498233