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Account Number : I20020000002  
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FLORIDA PROFIT CORPORATION OR P.A.

DAVID'S GOLIATH, INC.

FILED  
2004 AUG 12 P 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FILED**ARTICLES OF INCORPORATION

OF

DAVID'S GOLIATH, INC.

2004 AUG 12 P 2:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS

The name and principal office of this Corporation are:

DAVID'S GOLIATH, INC.  
6326 Elmwood Avenue  
Sarasota, Florida 34231

The mailing address of this Corporation is:

Post Office Box 18992  
Sarasota, Florida 34276

ARTICLE II - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1432 First Street, Sarasota, Florida 34236, and the

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name of the initial registered agent of this Corporation at that address is J. Kevin Drake.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation shall be:

PHILIP B. DAWSON  
Address:  
6326 Elmwood Avenue  
Sarasota, Florida 34231

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO  
BOARD OF DIRECTORS

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles are:

PHILIP B. DAWSON  
Address:  
6326 Elmwood Avenue  
Sarasota, Florida 34231

ARTICLE VIII - BYLAWS

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

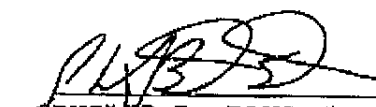
ARTICLE IX - DURATION

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

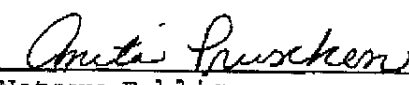
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.

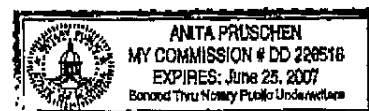
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6th day of August, 2004.

  
\_\_\_\_\_  
PHILIP B. DAWSON  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 6th day of August, 2004, by PHILIP B. DAWSON (who is personally known to me) or who produced \_\_\_\_\_ as identification and who did not take an oath.

  
\_\_\_\_\_  
Notary Public  
Print Name: ANITA PRUSCHEN  
My Commission expires: \_\_\_\_\_  
[SEAL]



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

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

First--That DAVID'S GOLIATH, INC., desiring to organize under  
the laws of the State of Florida, with its principal office, as  
indicated in the Articles of Incorporation at City of Sarasota,  
County of Sarasota, State of Florida, has named J. Kevin Drake,  
located at 1432 First Street, Sarasota, Florida 34236, County of  
Sarasota, State of Florida, as its agent to accept service of process  
within this state.


ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

  
\_\_\_\_\_  
J. Kevin Drake  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 12th  
day of August, 2004, by J. KEVIN DRAKE, (who is personally known to me  
or who has produced \_\_\_\_\_ as identification and  
who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

Print Name: \_\_\_\_\_

ANITA PRUSCHEN

My Commission expires: \_\_\_\_\_

[SEAL]

