

P 05 000086592

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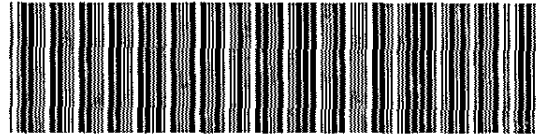
(Business Entity Name)

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06/16/05--01020--012 **78.75

FILED
05 JUN 16 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
7/1/05

6/16/05
BKK

DANDAR & DANDAR
A PROFESSIONAL ASSOCIATION
ATTORNEYS

June 14, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office box 6327
Tallahassee, Florida 32314

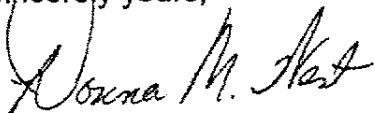
Re: Pricer Industries, Inc.
Articles of Incorporation

Dear Sir/Madam:

Enclosed herein please find original and a copy of the Articles of Incorporation for Pricer Industries, Inc. and our check in the amount of \$78.75 for the filing fee. Kindly return the certified copy to our office.

Thank you for your assistance.

Sincerely yours,



Donna M. West, C.L.A.
Certified Paralegal

/dmw

Enclosures

ARTICLES OF INCORPORATION

OF

PRICER INDUSTRIES, INC.

FILED

05 JUN 16 PM 1:49

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

EFFECTIVE DATE

7/1/05

NAME OF CORPORATION

The name of the corporation is **PRICER INDUSTRIES, INC.**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing on the 1st day of July, 2005.

ARTICLE III

PURPOSE OF CORPORATION

This corporation is organized for the purpose of a holding company, and for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

1. The maximum number of shares of stock authorized to be issued by this corporation is one hundred (100) shares of common stock, all of which shall have the par value of One Dollar (\$1.00) per share, and all of which shall have the same rights and privileges.

2. Each share of common stock shall entitle the holder to one vote at any shareholder's meeting and to otherwise participate in any such meetings and in the assets

of the corporation, and such shares of common stock shall be fully paid and non-assessable. Such shares of common stock shall be paid for in lawful money of the United States of America or in property, labor or services, at a fair and just evaluation to be fixed by this corporation's shareholders acting as an executive committee of the corporation as to the value of the property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

ARTICLE V

ADDRESS AND RESIDENT AGENT

The street address of the initial principal office of this corporation is 4600 West Cypress Street, Suite 405, Tampa, Florida 33607 and the initial registered agent of this corporation at such address shall be KENNAN G. DANDAR.

ARTICLE VI

SUBSCRIBERS

The name and residence of the initial subscriber to these Articles of Incorporation of PRICER INDUSTRIES, INC. is:

<u>NAMES</u>	<u>ADDRESS</u>
KENNAN G. DANDAR	1985 Illinois Avenue, N.E. St. Petersburg, Florida 33703

ARTICLE VII

OFFICERS

1. The officers of the corporation shall be a President, Vice-President, and Secretary/Treasurer. The names of the persons who are to serve as officers of the corporation are:

PRESIDENT/SECRETARY/TREASURER: KENNAN G. DANDAR

2. The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the By-laws of the corporation.

ARTICLE VIII

BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. The corporation shall have one directors initially which may be increased from time to time by the By-Laws, but shall never been less than one director. The Board of Directors shall be members of the corporation and elected to hold office in accordance with the By-laws.

2. The name and address of the person who is to serve as director for the first year or until the first annual meeting of the corporation is:

NAME

KENNAN G. DANDAR

ADDRESS

1985 Illinois Avenue, N.E.
St. Petersburg, Florida 33703

ARTICLE IX

BY-LAWS OF CORPORATION

1. The Board of Directors of this corporation may provide such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice; the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X

POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

ARTICLE XI

DISTRIBUTION OF STOCK

The shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

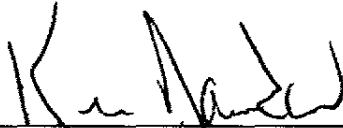
KENNAN G. DANDAR 50%

ARTICLE XII

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 14th day of June, 2005.



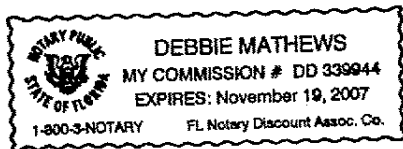
KENNAN G. DANDAR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared KENNAN G. DANDAR, known to me and

known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of June, 2005.



Debbie Mathews
NOTARY PUBLIC
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby agree as Registered Agent of PRICER INDUSTRIES, INC. to accept service of process and to comply with all requirements of law.

Kennan G. Dandar
KENNAN G. DANDAR

STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process
within this State, Naming Agent upon Whom Process may be served and Names
and Addresses of Officers and Directors.

The following is submitted in compliance with
Chapter 48.09I, Florida Statutes

PRICER INDUSTRIES, INC., a corporation organized (or organizing) under the laws of the
State of Florida with its principal office at 4600 West Cypress Street, Suite 405, in the City
of Tampa, County of Hillsborough, State of Florida, has named KENNAN G. DANDAR,
located at 4600 West Cypress Street, Suite 405, Tampa, State of Florida, as its agent to
accept service of process within the state.

OFFICER:

NAME

ADDRESS

PRESIDENT/SECRETARY/TREASURER
KENNAN G. DANDAR

1985 Illinois Avenue, N.E.
St. Petersburg, Florida 33703

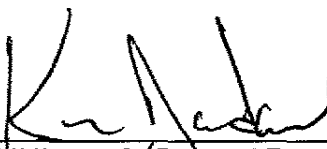
DIRECTOR:

NAME

ADDRESS

KENNAN G. DANDAR

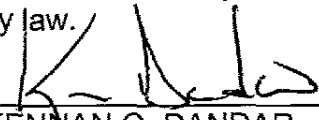
1985 Illinois Avenue, N.E.
St. Petersburg, Florida 33703


KENNAN G. DANDAR, President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

DATED: 6-14-05


KENNAN G. DANDAR
Registered Agent