

P05000147219

FROM : FLORIDA FILING

FAX NO. : 8506683398

Nov. 02 2003 03:09PM P. 1/5

Florida Department of State  
Division of Corporations  
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.**

(((H05000255726 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 : FLORIDA FILING & SEARCH SERVICES  
Account Number : I20000000189  
Phone : (850) 668-4318  
Fax Number : (850) 668-3398

FILED  
05 NOV -2 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**DEEP SOUTH SURPLUS OF FLORIDA, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 04      |
| Estimated Charge      | \$78.75 |

Electronic Filing Menu

Corporate Filing

Public Access Help

H 0 5 0 0 0 2 5 5 7 2 6

05 NOV -2 PM 1:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DEEP SOUTH SURPLUS  
OF  
FLORIDA, INC.

I, the undersigned natural person, acting as incorporator of a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is: DEEP SOUTH SURPLUS OF FLORIDA, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The principal place of business and the mailing address of the Corporation is 800 Brickell Avenue, 12th Floor, Miami, Florida 33131.

ARTICLE FOUR

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock each with a par value of one cent (\$0.01). Common shares and the holders thereof shall not have cumulative voting rights. The holders of shares of the Corporation's capital stock shall not have preemptive and preferential rights of subscription to or purchase of: (i) shares of the same or any other class of the Corporation's capital stock, whether now or hereafter authorized; (ii) any obligations convertible into shares of the same or any other class of the Corporation's capital stock; or (iii) any obligation with rights, warrants or similar provisions entitling the holder thereof to convert such security into, or acquire shares of the same or any other class of the Corporation's capital stock. The Board of Directors is hereby expressly authorized to issue shares of the capital stock of the Corporation or obligations or other securities convertible into

H 0 5 0 0 0 2 5 5 7 2 6

H 0 5 0 0 0 2 5 5 7 2 6

such shares or obligations or other securities with rights or warrants without offering such issue, in whole or in part, to the then holders of the same or any other class of the capital stock of the Corporation.

#### ARTICLE SIX

The address of the registered office of this Corporation is 800 Brickell Avenue, 12th Floor, Miami, Florida 33131, Florida; and the name of the registered agent of the Corporation at such address is Russell Eilers.

#### ARTICLE SEVEN

The number of directors constituting the Board of Directors shall not be less than one (1) nor more than such number as shall be fixed and established by the By-Laws of the Corporation as from time to time amended. The number of directors constituting the initial Board of Directors is four (4) and the names and addresses of the persons who are serving as the initial directors and until their successors are elected and qualified are:

| <u>Name</u>        | <u>Address</u>  |
|--------------------|---|
| Francis H. Disiere | 9692 Norris Ferry Road<br>Shreveport, LA 71106                |
| Michael P. Dugan   | 9642 Norris Ferry Road<br>Shreveport, LA 71106                |
| Michael R. Trotter | 6363 North State Highway 161<br>Suite 100<br>Irving, TX 75038 |
| Don R. Pennington  | 3712 Mount Vernon Way<br>Plano, TX 75025                      |

The initial officers of the Corporation are:

|                    |                                   |
|--------------------|-----------------------------------|
| Russell Eilers     | President                         |
| Francis H. Disiere | Secretary                         |
| Michael Trotter    | Treasurer and Assistant Secretary |

#### ARTICLE EIGHT

Any contract or other transaction between the Corporation and any of its shareholders, directors, officers or employees (or any corporation or firm in which any of them is interested,

H 0 5 0 0 0 2 5 5 7 2 6

H 0 5 0 0 0 2 5 5 7 2 6

directly or indirectly) shall be valid for all purposes notwithstanding the presence of such shareholder, director or officer at the meeting authorizing or ratifying such contract or transaction or his participation in such meeting. The foregoing shall, however, apply only if the interest of each such shareholder, director or officer is fully known or disclosed to the meeting prior to the vote on such contract or transaction. Each such interested shareholder is to be counted in determining whether a quorum is present and in calculating the majority necessary to carry such vote at any shareholders' meeting. Each such interested director may be counted in determining whether a quorum is present and may be used in calculating the majority necessary to carry such vote at any directors' meeting. Nothing in this Article shall be construed to invalidate any contract or transaction which would be valid in the absence of this Article.

#### ARTICLE NINE


The Corporation shall have the power to indemnify directors, officers, employees, and agents of the Corporation and to purchase liability insurance for those persons as, and to the extent, permitted by the Florida Business Corporation Act.

#### ARTICLE TEN

The name and address of the incorporator is:

| Name              | Address  |
|-------------------|--|
| Thomas G. Hineman | 901 Main Street, Suite 3700<br>Dallas, Texas 75202 |

EXECUTED this 12<sup>th</sup> day of October, 2005.

  
Thomas G. Hineman

H 0 5 0 0 0 2 5 5 7 2 6

FROM : FLORIDA FILING

FAX NO. : 8506683398

Nov. 02 2003 03:10PM P5/S

H 0 5 0 0 0 2 5 5 7 2 6

**CERTIFICATE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for DEEP SOUTH SURPLUS OF FLORIDA, INC., a Florida corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in such capacity.

*October 26, 2005*  
Date

*Russell E. Ellers*  
Russell Ellers, Registered Agent

227153

05 NOV -2 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H 0 5 0 0 0 2 5 5 7 2 6