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STATE OF
FLORIDA
TALLAHASSEE, FLORIDA

06 MAR -3 PM 12:43

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2006 MAR 9 10 06 AM

106-1404

ROBERTS, ROBERTS & ROBERTS

ATTORNEYS AT LAW
2879 MADISON STREET
POST OFFICE BOX 1544
MARIANNA, FLORIDA 32447

JOHN E. ROBERTS
RUSSELL S. ROBERTS*
JOHN Y. ROBERTS

TELEPHONE
(850) 526-3865

FACSIMILE
(850) 526-3909

*ALSO ADMITTED IN MISSISSIPPI

February 7, 2006

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

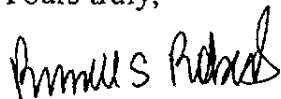
RE: Holleys, Incorporated

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Holleys, Incorporated. The Designation and Acceptance of Registered Agent/Registered Office is also enclosed. Please endorse your approval of the articles on the duplicate copy and return the same to me along with the certificate to the post office address set forth above. I have enclosed a check made payable to you in the sum of \$87.50 for your fee.

Thank you for your attention in this matter. If you have any questions concerning this matter, please do not hesitate to contact me.

Yours truly,



Russell S. Roberts

RSR/mb

Enclosures: As stated above

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06 MAR -3 PM 12:43
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

J & R HOLLEY, INC.

In compliance with the requirements of Florida Statute Chapter 607, the undersigned, being natural persons, hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is J & R HOLLEY, INC.

ARTICLE II

The existence of the Corporation shall begin on the day the Articles of Incorporation are filed with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 3923 Old Cottondale Road, Marianna, Florida 32448. The mailing address of the Corporation is Post Office Box 728, Cottondale, Florida 32431.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2879 Madison Street, Marianna, Florida 32446. The initial registered agent for the Corporation at that address is Russell S. Roberts.

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MAR - 3 PM 1:33
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of two (2) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the persons who will serve on the initial board of directors are:

Janice Y. Holley
Post Office Box 728
Cottdale, Florida 32431

James Randal Holley
Post Office Box 728
Cottdale, Florida 32431

ARTICLE VII

The name and street address of the persons signing these articles of incorporation are:

Janice Y. Holley
3923 Old Cottdale Road
Marianna, Florida 32448

James Randal Holley
3923 Old Cottdale Road
Marianna, Florida 32448

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 15 day of March, 2006.



JANICE Y. HOLLEY
INCORPORATOR



JAMES RANDAL HOLLEY
INCORPORATOR

**STATE OF FLORIDA
COUNTY OF JACKSON**

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, JANICE Y. HOLLEY, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of March, 2006.

[SEAL]



Melanie B Baggett
Commission 00362411
Expires October 06, 2008

Melanie B Baggett
NOTARY PUBLIC

Print Name: Melanie B. Baggett
My commission expires: Oct 6, 2008

**STATE OF FLORIDA
COUNTY OF JACKSON**

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared, JAMES RANDAL HOLLEY, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of March, 2006.

[SEAL]



Melanie B Baggett
My Commission 00362411
Expires October 06, 2008

Melanie B Baggett
NOTARY PUBLIC

Print Name: Melanie B. Baggett
My commission expires: Oct 6, 2008

FILED
MAR 16 2006
CLERK OF COURT
JACKSON COUNTY
FLORIDA