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12/8/06 10:10 AM FAX 921-2324 VOIGT\* VOIGT 001 Page 1 of 1

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To:  
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From:  
Account Name : VOIGT & VOIGT, P.A.  
Account Number : 120030000017  
Phone : (941) 925-2324  
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FLORIDA PROFIT/NON PROFIT CORPORATION

A & W, INC.

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**ARTICLES OF INCORPORATION  
OF  
A & W, INC.**

FILED  
06 DEC 28 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to the articles of incorporation, who is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida as follows:

**ARTICLE I - NAME**

The name of this corporation is **A & W, INC.**

**ARTICLE II - TERMS OF EXISTENCE**

This corporation shall commence to exist on January 1, 2007 and shall have perpetual existence thereafter.

**ARTICLE III - PURPOSE**

This corporation is organized to engage in any and all lawful businesses.

**ARTICLE IV - POWERS**

The corporation shall have the power:

- (a) To have perpetual succession by its corporation name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the

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full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these articles of incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish pensions plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors,

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officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

#### **ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue Seven Hundred Fifty (750) shares of One Dollar (\$1.00) par value common stock, which may be fractional shares. all stock, when issued, shall be fully paid and non-assessable.

#### **ARTICLE VI - MAILING ADDRESS**

The initial mailing address of this corporation is 3730 WOODMONT DRIVE, SARASOTA, FL 34232.

#### **ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS**

The initial registered agent of this corporation is STEPHEN F. VOIGT, SR., of VOIGT & VOIGT, P.A., and the address of the registered agent is 2042 Bee Ridge Road, Sarasota, Florida 34239.

#### **ARTICLE VIII - DIRECTORS**

The 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 board of directors, but any amendment to the bylaws which either increases or decreases the number of directors shall be ratified by a majority of the shareholders, provided that the corporation shall always have at least one director. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

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Name  
ALLEN LE BEL

Address  
3730 WOODMONT DRIVE  
SARASOTA, FL 34232

**ARTICLE IX - INCORPORATOR**

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

ALLEN LE BEL  
3730 WOODMONT DRIVE  
SARASOTA, FL 34232

**ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors of this corporation; provided, however, that the bylaws may provide that the power to alter, amend, or repeal the bylaws is reserved to the shareholders.

**ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

**ARTICLE XII - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

**ARTICLE XIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

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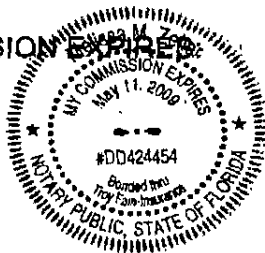
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of December, 2006.

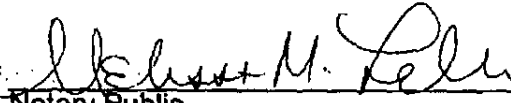
  
ALLEN LE BEL

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 28 day of December, 2006 by ALLEN LE BEL, who is personally known to me or who has produced a Driver's License as identification and who did take an oath.

MY COMMISSION EXPIRES



  
Notary Public  
(Print Name)

**CONSENT OF REGISTERED AGENT**

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

VOIGT & VOIGT, P.A.

BY:   
STEPHEN F. VOIGT, SR.

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