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CAUTHEN, FELDMAN, P.A.

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Magnolia + Company, Inc
The Magnolia Company, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
THE MAGNOLIA & COMPANY, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be: **THE MAGNOLIA & COMPANY, INC.,**
185 West Hwy. 40 (P. O. Box 92), Barberville, FL 32105.

ARTICLE II
Purpose

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Capital Stock

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000 shares of voting stock, each with a par value of \$1.00 per share, and 90,000 shares of nonvoting common stock, each with a par value of \$1.00 per share. The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

Matthew R. Roth

P. O. Box 92, Barberville, FL 32105

William H. Caughen, Esquire
Caughen & Feldman, P.A.
Attorneys at Law
215 North Young Avenue
Tavares, FL 32778
(352)341-2235
Florida Bar #133458
Audit # _____

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The names and addresses of the Director(s) is/are:

<u>NAME</u>	<u>ADDRESS</u>
Frank E. Underhill, Jr.	P. O. Box 92 Deland, FL 32724
Jean F. Underhill	P. O. Box 92 Deland, FL 32724
Matthew R. Roth	P. O. Box 92 Deland, FL 32724
Vann E. Underhill	P. O. Box 92 Deland, FL 32724
Frank E. Underhill III	P. O. Box 92 Deland, FL 32724
Mary Waugh	P. O. Box 92 Deland, FL 32724

ARTICLE V**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

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ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of six director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin is the date of filing of these Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 185 West Hwy. 40, Barberville, FL 32105. The name of the Registered Agent of this corporation is Matthew R. Roth at the above office address.

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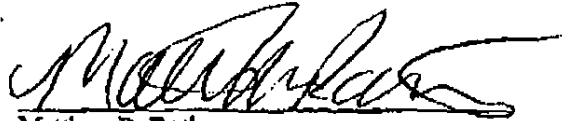
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TALLAHASSEE, FLORIDA

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders entitled to vote, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 23rd day of May, 2007.

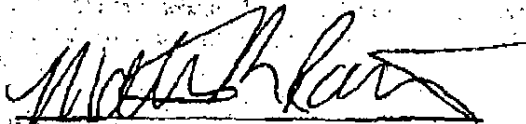


Matthew R. Roth

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for THE MAGNOLIA & COMPANY, INC., as stated in these Articles of Incorporation.

Dated May 23, 2007



Matthew R. Roth