

**P950000/12809**

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OFFICE USE ONLY

EFFECTIVE DATE  
2 13 95

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- Nate's Country Store Inc.  
 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_
- Mail out     Will wait     Photocopy
- Certified Copy     ARTICLES ONLY
- Certificate of Status     ALL CHARTER DOCS
- CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

H. SIMS FEB 15 1995

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR PICKUP BY UCC SERVICES**

Examiner's Initials \_\_\_\_\_

ARTICLES OF INCORPORATION FOR A CORPORATION  
FOR PROFIT

The undersigned executes these Articles of Incorporation for the purpose of establishing a Corporation under the laws of the State of Florida for the following corporation:

A. NAME AND ADDRESS OF THIS CORPORATION:

NATE'S COUNTRY STORE, INC.  
300 UPSALA ROAD  
SANFORD, FLORIDA 32771

B. AUTHORIZED SHARES, MAXIMUM NUMBER, AND PAR VALUE PER SHARE:

One thousand shares (1000) at One Dollars (\$1.00)  
(as membership certificates)

C. INCORPORATOR/INITIAL DIRECTOR/REGISTERED AGENT AND REGISTERED ADDRESS:

NATHAN SILVERMAN  
300 UPSALA ROAD  
SANFORD, FLORIDA 32771

D. The Articles of Incorporation for this Corporation are set forth on the reverse hereof and are incorporated herein by reference.

IN WITNESS WHEREOF, I execute these Articles of Incorporation, accept designation as Registered Agent of this Corporation and agree to comply with all laws relating to Registered Agents.

Nathan Silverman  
INCORPORATOR/ REGISTERED AGENT, and  
INITIAL DIRECTOR

ACKNOWLEDGMENT

STATE OF FLORIDA  
COUNTY OF SEMINOLE

BEFORE the undersigned authority personally appeared the Incorporator/Registered Agent/Initial Director, known to me to be the person described in and who executed the foregoing Articles of Incorporation and said person acknowledged executing the same for the purposes set forth therein.

[Signature]  
NOTARY PUBLIC AT LARGE  
STATE OF FLORIDA

DATED ON: 2/13/95

FILED  
2 13 95

(SEAL)

BYRON RAMBO  
My Comm Exp. 8/03/97  
Bonded By Service Ins  
No. CC305217  
Notary Public State of Florida

ARTICLE 1: AUTHORIZED SHARES OF STOCK: All or any portion of the stock of this corporation may be issued for cash, property, service, or rights, or any other thing having value at least equal to the full value of the stock being issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully-paid and non-assessable as though fully paid for in cash. The shareholders shall be the judges of the value of their property, rights, etc., exchanged for the subject shares and their judgment shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation, preference, voting power of, and any other restrictions on the same.

ARTICLE 2: CORPORATE PURPOSES AND POWERS: This corporation shall have all powers conferred upon such corporations by the State of Florida as amended from time to time and may engage in any business or activity allowed by law.

ARTICLE 3: CORPORATE COMMENCEMENT AND EXISTENCE: This corporation shall exist in perpetuity, and shall commence on the date of execution of these Articles if the same shall be filed with the Secretary of the State of Florida within 5 days of said execution. If the Articles are not filed within 5 days of execution, then the corporation shall commence on the date filed with the Secretary of the State of Florida.

ARTICLE 4: STATED CAPITAL: The stated capital of this corporation shall be the sum of the par value of all shares having par value that have been issued and not cancelled. The amount of the consideration received by the corporation for all shares of this corporation without par value that have been issued, except such part of the consideration thereof, that has been allocated to capital surplus in a manner permitted by law; and such amounts not included immediately above that had not been transferred to stated capital of this corporation, whether upon the issue of shares as a share dividend or otherwise, minus all deductions from the sums that have been effected in a manner by law.

ARTICLE 5: AMENDMENTS TO ARTICLES: Every amendment to the Articles shall be upon a majority vote of all shareholders entitled to vote at a meeting called for such purposes.

ARTICLE 6: STOCKHOLDERS ACTING IN LIEU OF DIRECTORS:

(a) The business of this corporation shall be conducted by the shareholders acting in lieu of a Board of Directors. The stockholders shall be deemed directors upon their purchase and the issuance of stock certificates by the corporation. Any action required by law to be performed by directors shall be taken by the shareholders acting as directors.

(b) The initial Director(s) shall hold the organizational meeting of this corporation or otherwise certify that such was done and conducted.

(c) Any action of the stockholders may be taken without a formal meeting of the same, provided that all shareholders entitled to vote sign such consent, as if such meeting had been held. The signed consent shall be deemed to be a unanimous vote of the shareholders.

(d) By mutual consent, the shareholders may limit the transfer, pledging, devising, and bequeathing of the stock of this corporation and all other matters permitted by law.

e) Treasury shares or other un-issued shares may be issued for securities of this corporation convertible into a right to subscribe or acquire shares of this corporation and containing such conditions or rights including permitting rights, as the shareholders may deem proper.

(f) The shareholders of this corporation may approve the reasonable charges and expenses of incorporating this corporation, including all fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this corporation. The same may be allowed to be paid out of the consideration received by the corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares.

ARTICLE 7: OFFICERS: In addition to the shareholders, the business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation.

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