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95 FEB 23 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. \_\_\_\_\_  
(Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
2. \_\_\_\_\_  
(Corporation Name) *Clearwater (Hear) Charter* (Document #) \_\_\_\_\_
3. \_\_\_\_\_  
(Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
4. \_\_\_\_\_  
(Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input 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

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

2/23/95  
*[Signature]*

**ARTICLES OF INCORPORATION OF:**

**CLEARWATER FLEA MARKET, Inc.**

The undersigned subscriber to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves to form a corporation for profit under the Laws of the State of Florida.

95 FEB 23 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: **CLEARWATER FLEA MARKET, Inc.**

**ARTICLE II - NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is:

1. To own and manage the operation of either indoor or outdoor flea markets and swap-shops as second-hand dealers in goods, wares, merchandise, chattels and all other items or articles of value.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of

real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other States and countries.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:  
500 shares at \$ 1.00 ( One dollar) par value.

### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than One-Hundred Dollars. ( \$ 100.00 ).

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

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

The initial street address of the principal office of this corporation is: 1140 Hammond Drive, Suite C-3200, Atlanta, Georgia 30328. The registered agent of the corporation is: Gerald N. Capps, Esq. of 735 N.W. 22nd. Ave., Miami, Fl. 33125 .

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### **ARTICLE VII - DIRECTORS**

This corporation shall not have less than 1 ( One ) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than 1 (one).

#### **ARTICLE VIII - INITIAL DIRECTORS and Officers**

The name and street address of the initial Officers and Directors is:

**Name:**

**Address:**

Roderick Aycox  
President/Sec./Director

1140 Hammond Drive, Suite C-3200  
Atlanta, Georgia 30328

Robert Bryson  
Vice-President/Director

1140 Hammond Drive, Suite C-3200  
Atlanta, Georgia 30328.

#### **ARTICLE IX - SUBSCRIBERS**

The name and street address of the sole Subscriber to these Articles of Incorporation is:

**Name:**

**Address:**

Roderick Aycox

1140 Hammond Drive, Suite C-3200  
Atlanta, Georgia 30328

#### **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, shall be proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XI - FURTHER POWERS**

The corporation shall have the further right and power to:

From time to time determine whether and to what extent and at what times and places and under what conditions and regulations, the accounts and books of this corporation, other than the stock book, or any of them shall be open for the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

The corporation may in its By-Laws confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

Both stockholders and directors shall have the power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to

keep the books of this corporation, subject to the provisions of the statutes, outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being each and all of the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation for profit and to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 21 day of February, 1995.

Roderick Aycox ( L.S. )

STATE OF GEORGIA)

S.S.

COUNTY OF Fulton )

BE IT REMEMBERED that on this 21 day of February, 1995 before me, an officer duly authorized to take acknowledgments in the State and County Aforesaid, personally came RODERICK AYCOX to me known to be the person described as Subscriber and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation, consisting of this page plus the foregoing FOUR (4) pages.

WITNESS my hand and official seal on this date and in the County and State above stated.

My Commission Expires:

Sandra Dwyer  
Notary Public

Notary Public, Fulton County, Georgia  
My Commission Expires December 29, 1997

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
and NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

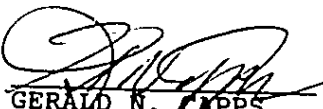
In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

First, that , CLEARWATER FLEA MARKET, Inc.  
desiring to organize under the laws of the State of Florida with  
its principal office as indicated in the Articles of Incorporation  
at: 1140 Hammond Drive, Suite C-3200, Atlanta, Georgia 30328 has  
named GERALD N. CAPPS, Esq. of 735 N.W. 22 Avenue, in the City of  
Miami, County of Dade, State of Florida, as its agent to accept  
service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept Service of Process for the  
above stated corporation, at the place designated in this  
Certificate, I hereby accept to act in this capacity, and I agree  
to comply with the provision of said Act in respect to keeping open  
said office.

BY:

  
GERALD N. CAPPS  
Registered Agent