

P95000017090

Gregory G. Vergos
2780 Valencia Lane West
Palm Harbor, Florida 34684

February 22, 1995

The Honorable James Smith
Secretary of State
Division of Corporations
Tallahassee, Florida

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***122.50 ***122.50

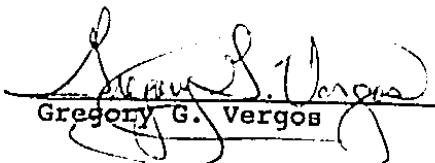
Dear Sir,

Enclosed is our check for \$122.50 and the Articles of Incorporation of:

Palm Coast Enterprises, Inc.

We request that you return to us the Certified Copy of the Charter, together with the resident agent certificate.

Very truly yours,


Gregory G. Vergos

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ARTICLES OF INCORPORATION
OF
Palm Coast Enterprises, Inc.

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DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of the Corporation is
Palm Coast Enterprises, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:
The general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock, having a par value of \$1.00 per share.

The capital stock shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall not be less than five hundred (\$500.00) dollars.

ARTICLE VI - PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation is 2780 Valencia Lane West, Palm Harbor, Florida 34684

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1435 Gulf To Bay Blvd., Suite C, Clearwater, FL 34615 and the initial registered agent at that address is Marvin Winn.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

Gregory G. Vergon
2780 Valencia Lane West
Palm Harbor, Florida 34684

ARTICLE IX - INCORPORATORS

Gregory G. Vergon
2780 Valencia Lane West
Palm Harbor, Florida 34684

ARTICLE X - BY LAWS

The original By-Laws of this corporation shall be made, prepared and adopted by the Initial Board of Directors of the Corporation by a majority vote thereof. Thereafter the said By-Laws may be amended by the Board of Directors at any regular meeting of said Board or at any special meeting for which such amendment is one of the purposes for which the meeting was called by a majority of the directors present. The Board of Directors shall conduct, manage and have complete charge of the business and affairs of the corporation.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

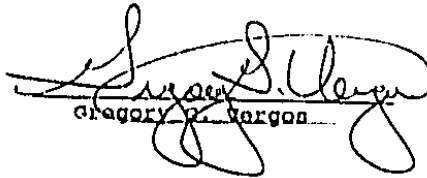
ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the Incorporators of this Corporation that the Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code of 1986, as amended, allowing a limited ordinary loss to individuals for loss on capital stock of a "Small Business Corporation" which qualifies under the code.

ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

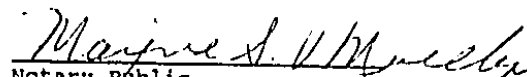
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of February, 1995.


Gregory G. Vargas

STATE OF FLORIDA)
COUNTY OF PINELLAS)

Before me personally appeared Gregory G. Vargas to me well known or identified by Florida driver's license # V622-287-42-419-0, and known to me to be the person who executed the foregoing instrument, who, being duly sworn, acknowledged to and before me that he executed said instrument for the purposes therein expressed.

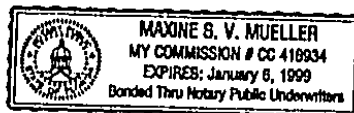
WITNESS my hand and official seal, this 22nd day of
February A.D., 1995


Notary Public
State of Florida

My commission expires:

FD-202

V622-287-42-419-0



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

for

Palm Coast Enterprises, Inc.

I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.

Marvin Winn
Marvin Winn

dated: February 23, 1995

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared Marvin Winn to me well known or identified by Florida Drivers License W500-453-38-136-0 and known to me to be the person who executed the foregoing instrument, who being duly sworn, acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 23 day of
February A.D., 1995

Vivian Clark
Notary Public
State of Florida



VIVIAN CLARK
MY COMMISSION # CC304314 EXPIRES
August 13, 1997
POWERED THROUGH TROY FAIR INSURANCE, INC.

My commission expires: