TRANSMITTAL LETTER

P95000028994

4-4-95

Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL 32314

500001451029
-04/07/95--01093--005
*****70.00 *****70.00

SUBJECT: COLONIAL MARKETING, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for $70.00 .

FROM: James N. Tyler, M.B.A.
Name (Printed or typed)
909 So. Parrott Avenue-Suite 13 B
Address
Okeechobee, Fl. 34974
City, State & Zip
813-467-4200
Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED
95 APR -7 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KJN
4/13/95

ARTICLES OF INCORPORATION

of

COLONIAL MARKETING, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

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TALLAHASSEE, FLORIDA

ARTICLE I

THE NAME OF THE CORPORATION IS:

COLONIAL MARKETING, INC.

ARTICLE II

THE DURATION OF THE COPORATION IS PERPETUAL.

ARTICLE III

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1.) TO SUCH EXTEND AS A CORPORATION ORGANIZED UNDER THE BUSINESS CORPORATION LAW OF THIS STATE MAY NOW OR HEREAFTER LAWFULLY DO, TO DO, EITHER AS PRINCIPAL OR AGENT AND . . ALONE OR IN CONNECTION WITH OTHER CORPORATIONS, FIRMS, INDIVIDUALS ALL AND EVERYTHING NECESSARY, SUITABLE, CONVENIENT, OR PROPER FOR, OR IN CONNECTION WITH, OR INCIDENT TO, THE ACCOMPLISHMENT OF ANY OF THE ATTAINMENT OF ANY ONE OF THE OBJECTS HEREIN ENUMERATED, OR DESIGNED DIRECTLY OR INDIRECTLY TO PROMOTE THE INTERESTS OF THIS CORPORATION OR TO ENHANCE THE VALUE OF ITS PROPERTIES; AND IN GENERAL TO DO ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS, AND PRIVILEGES WHICH A CORPORATION MAY NOW OR HEREAFTER BE ORGANIZED TO DO OR TO EXERCISE UNDER THE BUSINESS CORPORATION LAW OF THIS STATE OR UNDER ANY ACT AMENDATORY THEREOF, SUPPLEMENTAL THERETO, OR SUBSTITUTED THEREFORE.

2.) TO DO SUCH THINGS THAT ARE INCIDENTAL TO THE

FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS TEN THOUSAND (10,000). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE $1.00 PAR VALUE.

EVERY SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

THE CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK, AND ALL ISSUED STOCK SHALL BE HELD OF RECORD BY NOT MORE THAN THIRTY-FIVE (35) PERSONS. STOCK SHALL BE ISSUED AND TRANSFERABLE ONLY TO NATURAL PERSONS WHO ARE NOT NONRESIDENT ALIENS.

ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE IS:
909 SO. PARROTT AVE.SUITE 13B,OKEECHOBEE, FL. 34974 AND THE NAME OF ITS INITIAL RESIDENT AGENT IS: JAMES N. TYLER. THE CORPORATION'S OPERATING ADDRESS IS: 800 VIRGINIA AVENUE SUITE 6, FORT. PIERCE, FL. 34982

ARTICLE VI

THE SOLE DIRECTOR CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1).

JAMES N. TYLER
909 SO. PARROTT AVE
SUITE 13 B.
OKEECHOBEE, FL. 34974

ARTICLE VII

DIRECTORS - REMOVAL BY STOCKHOLDERS. THE STOCKHOLDERS SHALL HAVE THE RIGHT AT ANY REGULAR MEETING, OR AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE, TO REMOVE ANY DIRECTOR OF THE CORPORATION WITH OR WITHOUT CAUSE.

ARTICLE VIII

DIRECTORS - INDEMNIFICATION. THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX

STOCKHOLDERS - MEETING. THE PRESENCE, AT ANY STOCKHOLDER'S MEETING, IN PERSON OR BY PROXY, OF PERSONS ENTITLED TO VOTE ALL OF THE SHARES OF THE CORPORATION THEN ISSUED AND OUTSTANDING SHALL CONSTITUTE A QUORUM OF THE TRANSACTION OF BUSINESS.

THE AFFIRMATIVE VOTE OF THE OUTSTANDING SHARES OF THE CORPORATION SHALL BE CONSIDERED THE ACT OF THE STOCKHOLDERS.

ARTICLE X

DIRECTORS - MEETINGS. ALL OF THE AUTHORIZED NUMBER OF DIRECTORS SHALL CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS FOR THE TRANSACTION OF BUSINESS.

THE CONSENT OF ALL OF THE DIRECTORS SHALL BE REQUIRED TO CONSTITUTE ANY ACT OR DECISION OF THE BOARD OF DIRECTORS.

ARTICLE XI

THE NAME AND THE ADDRESS OF THE INCORPORATOR IS:

JAMES N. TYLER, INC.
909 SO. PARROTT AVE. STE 13 B
OKEECHOBEE, FL. 34974

EXECUTED BY THE UNDERSIGNED AT OKEECHOBEE, FLORIDA ON THIS 4/11 OF April 1995.

James N. Tyler

JAMES N. TYLER

STATE OF FLORIDA
COUNTY OF OKEECHOBEE:

BEFORE ME THE UNDERSIGNED AUTHORITY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGEMENTS PERSONALLY APPEARED JAMES N. TYLER, ON THE ____4th____ DAY OF ____April____ 1995, AND WHO AFTER BEING DULY CAUTIONED AND SWORN DEPOSED AND STATED THAT THEY EXECUTED THE SAME FOR THE PURPOSED EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS ____4th____ DAY OF ____April____, 1995.

NOTARY PUBLIC STATE OF FLORIDA
STEVEN CHARLES BLAKE
My Commission CC278808
Expires Apr 21 1997
Bonded by ANB
800-852-5878

Steven C. Blake
NOTARY PUBLIC

CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

JAMES N. TYLER, HEREBY AGREES TO BE THE RESIDENT AGENT FOR BIG LAKE WHOLESALE ING.
AND FURTHER HEREBY AGREES TO ACCEPT ANY AND ALL CORRESPONDENCE DIRECTED TO SAID CORPORATION ADDRESSED TO THE REGISTERED OFFICE AT:

909 SO. PARROTT AVE.
SUITE 13 B
OKEECHOBEE, FL. [illegible]

JAMES N. TYLER

FILED
95 APR -7 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA