

P950000B/341
OF
CLAFIN GARST, JR.
ATTORNEY AT LAW
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APR 17 1995
TELEPHONE 748-1287
AREA CODE 813
(941)

4804 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34209

FAX 813-780-0028
(941)

April 11, 1995

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

9000001457948
-04/17/95--01046--018
***122.50 ***122.50

Re: WILLOUGHBY'S OF FLORIDA, INC.

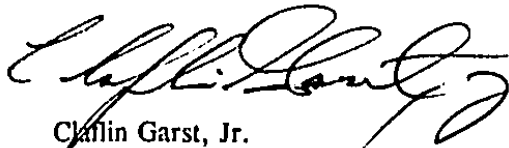
Dear Sirs:

Enclosed is an original and one (1) copy of the articles of incorporation for the above named Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover the costs of the filing fee, Acceptance of Registered Agent and a certified copy of the Articles.


Please file the enclosed Articles of Incorporation and return the certified copy to me.

Thank you.

Sincerely yours,


Clafin Garst, Jr.

gjc
encls.
cc Mr. Gregory J. Gort
Mr. Theodore M. J. Zimmermann

4/21/95


**ARTICLES OF INCORPORATION
OF
WILLOUGHBY'S OF FLORIDA, INC.**

RECEIVED
SECRETARY OF STATE
JAN 17 1960
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be WILLOUGHBY'S OF FLORIDA, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 5460 "C" Riverfront Drive, Bradenton, Florida 34208.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is two hundred shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE V - TERMS OF EXISTENCE

This Corporation shall have a perpetual existence.

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent and office is:

**CLAFLIN GARST, JR.
4804 Manatee Avenue West
Bradenton, Florida 34209**

The initial Registered Agent, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an Office open for service of process. The Board of Directors from time to time may move the registered Office to any other address in the State of Florida.

ARTICLE VI - INCORPORATORS

The name and street address of the incorporators of these Articles of Incorporation are:

**GREGORY J. GORT
5460 "C" Riverfront Drive
Bradenton, Florida 34209**

**THEODORE M. J. ZIMMERMANN
4550-70th Street West
Bradenton, Florida 34208**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of Directors may be increased or decreased from time to time by a vote of the stockholders, but in no case shall the number of the Directors be less than one nor more than five. The names and addresses of the Directors constituting the initial Board of Directors are:

NAME

ADDRESS

GREGORY J. GORT

**5460 "C" Riverfront Drive
Bradenton, FL. 34208**

THEODORE M. J. ZIMMERMANN

**4550-70th Street West
Bradenton, FL. 34210**

ARTICLE VIII - AMENDMENT

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 at least a majority of the stockholders entitled to vote, 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 IX - AMENDMENT OF BY-LAWS

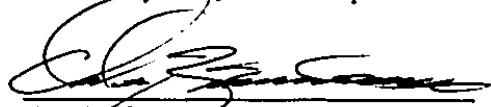
The power to adopt, alter, amend, or repeal By-Laws may be exercised by the Board of Directors as provided by Law, and may also be exercised by the shareholders, and shall be approved by at least a majority of the stock entitled to vote.

ARTICLE X - BUY/SELL OFFER

The Shareholders of the stock shall not transfer their shares in the company to any person, firm, or corporation unless the Shareholder desiring to transfer shall first have made an offer to buy the other Shareholder's stock or sell his own stock at a set price for either to buy or to sell and such written offer shall not have been accepted for a period of thirty (30) days. The offer to buy or sell at a set price is to be for the entire one hundred shares of stock owned by the offeror Stockholder or the one hundred shares of stock by the offeree Stockholder.

The undersigned has executed these Articles of Incorporation this 11th day of April, 1995.


GREGORY J. GORT/Incorporator


THEODORE M. J. ZIMMERMANN/Incorporator

ACCEPTANCE OF REGISTERED AGENT

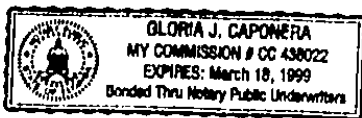
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: April 12, 1995


CLAFLIN GARST, JR./Registered Agent

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a notary public, personally appeared GREGORY J. GORT to me known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to the Articles of Incorporation this 11th day of April, 1995. *Illinois License 9630-2904-6852*



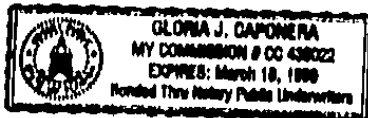
(SEAL)


NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a notary public, personally appeared THEODORE M. J. ZIMMERMANN to me known to be the person described as the Incorporator, who executed the foregoing Articles

of Incorporation and acknowledged before me that he subscribed to the Articles of Incorporation this 11th day of April, 1995. Fl. Drivers License # 2565 - 810-46-173-0



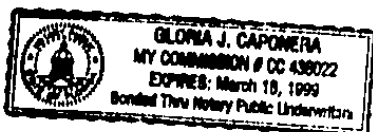
(SEAL)

Gloria J. Caponera
NOTARY PUBLIC
My Commission Expires:

APR 17 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a notary public, personally appeared CLAFLIN GARST, JR. to me known to be the person described as the Registered Agent, who executed the foregoing Acceptance of Registered Agent and acknowledged before me that he subscribed to the Acceptance of Registered Agent this 12th day of April, 1995.



(SEAL)

Gloria J. Caponera
NOTARY PUBLIC
My Commission Expires: