

**19500034620**

1370 Pinehurst Road  
Dunedin, Florida 34698

Telephone (813) 736-2900  
Telecopier (813) 733-8531

JACK R ST ARNOLD  
JAMES R STEARNS

CHARLES M PHILLIPS, JR.  
OF COUNSEL

April 20, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Re: SIMPLY THE BEST, INC.

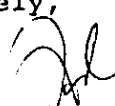
Ladies and Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation for filing relative to the above. Also enclosed is our check, number 7956, in the amount of \$122.50 to cover your fee for the same.

Kindly forward the stamped copy to the undersigned.

Please do not hesitate to contact my office if you have any questions regarding the above.

Sincerely,

  
Jack R. St. Arnold

JRS/man/2481  
Enclosures

000001467370  
-04/27/95--01115--014  
\*\*\*122.50 \*\*\*122.50

SDK

ARTICLES OF INCORPORATION  
OF  
SIMPLY THE BEST, INC.

FILED  
95 APR 27 10 05 AM  
SECRET

The undersigned subscriber to these Articles of Incorporation, is a natural person competent to contract, and hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be SIMPLY THE BEST, INC.

ARTICLE II LOCATION

The location of this corporation shall be:

6708 Glen Forest Court, Tampa, Florida 33215

ARTICLE III NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V INITIAL  
REGISTERED OFFICE  
AND AGENT

The name of the initial registered agent of this corporation is Jack R. St. Arnold, Esquire, and the street address of the initial registered office of this corporation is St. Arnold & Stearns, Chartered, 1370 Pinehurst Road, Dunedin, Florida 34698.

ARTICLE VI TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII DIRECTORS

The corporation shall have one director initially. The name and street address of the initial member of the Board of Directors is:

Rondon I. Paul, 6708 Glen Forest Court, Tampa, FL 33215

#### ARTICLE VIII OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President: RONDON I. PAUL  
6708 Glen Forest Court  
Tampa, FL 33215

Secretary/Treasurer: RONDON I. PAUL

#### ARTICLE IX SUBSCRIBER

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

<u>Name</u>	<u>Address</u>	<u># of Shares</u>
RONDON I. PAUL	6708 Glen Forest Court Tampa, FL 33215	3,500

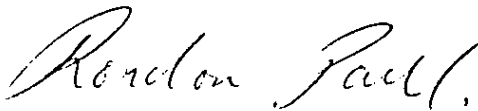
#### ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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.

#### ARTICLE XI AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 20th day of April, 1995.



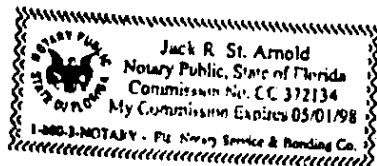
RONDON I. PAUL

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of April, 1995, by RONDON I. PAUL, who is personally known

~~to me~~ or who has produced \_\_\_\_\_, as identification and who did take an oath, and acknowledged to and before me that he has executed the foregoing instrument for the purposes therein expressed.



NOTARY PUBLIC:

Sign: [Signature]

Print: Jack R. St. Arnold

State of \_\_\_\_\_ at Large (Seal)  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

[Signature]  
JACK R. ST. ARNOLD, Esquire

P950000 34620

Tuesday, October 24, 1995

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: SIMPLY THE BEST, INC.

800001623138  
-10/30/95--01028--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs/Madam:

Enclosed are the corporate minutes of the above named corporation. The intention of these minutes is to remove Rondon I. Paul as stockholder / director and to install in his place Roselva R. Cruickshank as only stockholder / director. Enclosed is the copy of Mr. Paul's resignation, the corporate minutes relating to this action as well as the \$35.00 recording fee.

Sincerely,

  
Roselva R. Cruickshank

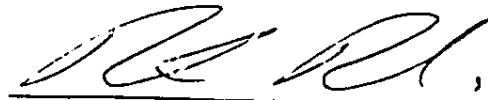
FILED  
1995 OCT 27 PM 12:50  
TALLAHASSEE, FLORIDA

RESIGNATION OF  
PRESIDENT, DIRECTOR AND SECRETARY/TREASURER  
OF  
SIMPLY THE BEST, INC.

FILED  
1995 OCT 27 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, RONDON I. PAUL, hereby tender my resignation as President,  
Secretary, Treasurer, and Director of Simply The Best, Inc. to take  
effect 10-10, 1995.

Dated this 30 day of SEPTEMBER 1995.

  
\_\_\_\_\_  
RONDON I. PAUL  
Director and Officer