

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



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RECEIVED
MAY 26 PM 1:11
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 606068 9275A

AUTHORIZATION : Patricia Pyzik

COST LIMIT : \$ 70.00

ORDER DATE : May 26, 1995

ORDER TIME : 12:01 PM

ORDER NO. : 606068

7000001500357

CUSTOMER NO: 9275A

CUSTOMER: Richard A. Ulrich, Esq
JUDD & ULRICH

2940 South Tamiami Trail

Sarasota, FL 34239

DOMESTIC FILING

NAME: SHORT STOP OF SARASOTA, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

MAY 26 1995 BSG

FILED
95 MAY 26 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHORT STOP OF SARASOTA, INC.**

**FILED
95 MAY 25 PM 2: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Short Stop of Sarasota, Inc.

ARTICLE II - PURPOSE

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be 2940 South Tamiami Trail, Sarasota, Florida 34239.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money

of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of one director, whose name and street address is as follows:

NAME

Richard A. Ulrich

ADDRESS

2940 South Tamiami Trail
Sarasota, Florida 34239

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

Richard A. Ulrich

ADDRESS

2940 South Tamiami Trail
Sarasota, Florida 34239

ARTICLE IX - BYLAWS

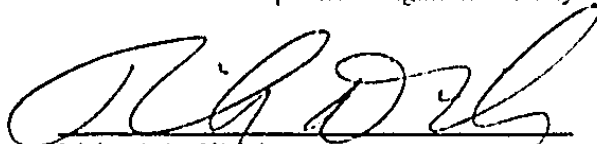
The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

ARTICLE X - INDEMNIFICATION

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 am familiar with and accept the obligations of any position as registered agent.



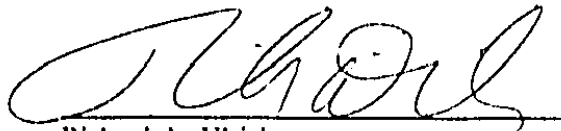
Richard A. Ulrich

officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT

This corporation has named Richard A. Ulrich as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 25th day of May, 1995.

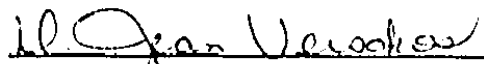


Richard A. Ulrich

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25th day of May, 1995, by Richard A. Ulrich who is personally known to me or who has produced his Florida Driver's License as identification.

My commission expires:


Print Name: D. Jean Versakos
NOTARY PUBLIC



1201 HAYS STREET
TALLAHASSEE, FL 32301
P95000041707

FILED
95 JUN 15 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032
REFERENCE : 619499 9275A
AUTHORIZATION *Patricia Pzyt*
COST LIMIT : \$ 87.50

ORDER DATE : June 15, 1995

ORDER TIME : 11:33 AM

500001514225

ORDER NO. : 619499

CUSTOMER NO: 9275A

CUSTOMER: Richard A. Ulrich, Esq
Judd & Ulrich
2940 South Tamiami Trail
Sarasota, FL 34239

DOMESTIC AMENDMENT FILING

NAME: SHORT STOP OF SARASOTA, INC.

XXXX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS: *AMEND*
CRG 6/15

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHORT STOP OF SARASOTA, INC.

FILED
95 JUN 15 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article VII of the Articles of Incorporation of Short Stop of Sarasota, Inc., dated May 25, 1995 and filed May 26, 1995 is amended to read as follows:

"...ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (2) directors, whose names and street addresses are as follows:

Leo Santacroce

521 South Orange Avenue
Sarasota, Florida 34236

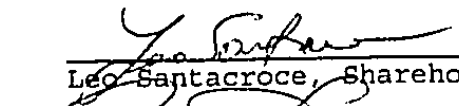
Francine Santacroce

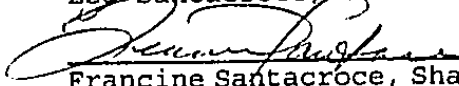
521 South Orange Avenue
Sarasota, Florida 34236

2. The foregoing amendment was adopted by all of the shareholders and directors of the corporation on June 2, 1995.

3. The effective date of this amendment to the Articles of Incorporation shall be June 2, 1995.

IN WITNESS WHEREOF, the undersigned being all of the shareholders and directors of the corporation have executed these Articles of Amendment to the Articles of Incorporation of SHORT STOP OF SARASOTA, INC., on this 2nd day of June, 1995.

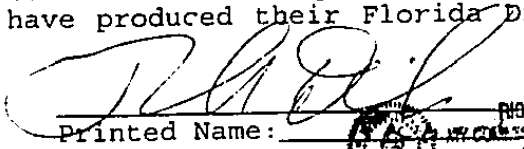

Leo Santacroce, Shareholder/Director



Francine Santacroce, Shareholder/Director

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 2nd day of June, 1995 by Leo Santacroce as President and Francine Santacroce as Secretary/Treasurer of Short Stop of Sarasota, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me OR have produced their Florida Drivers's Licenses as identification.

My commission expires:


Printed Name:
NOTARY PUBLIC

 RICHARD A. ULRICH
February 3, 1998
BONDED BY THE FARM BUREAU, INC.



RICHARD A. ULRICH
MY COMMISSION # CC342311 EXPIRES
February 3, 1998



RICHARD A. ULRICH
MY COMMISSION # CC342311 EXPIRES
February 3, 1998