



ACCOUNT NO. : 072100000032

REFERENCE : 608213 86901V

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 1, 1995

ORDER TIME : 10:30 AM

ORDER NO. : 608213

CUSTOMER NO: 86901V

CUSTOMER: Ms. Ann Nader
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
5670 Wilshire Blvd.
Suite 750
Los Angeles, CA 90036

800001503608
-06/01/95--01079--002
****122.50 ****122.50

DOMESTIC FILING

NAME: APPLEFIELDS, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Sabrena Randolph

EXAMINER'S INITIALS: _____

RECORDED
95 JUN -1 PM 11:30
FILED
95 JUN -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T.T. BROWN JUN -1 1995



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 1, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: APPLEFIELDS, INC.
Ref. Number: W95000011355

We have received your document for APPLEFIELDS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 295A00027479

ARTICLES OF INCORPORATION
OF
APPLEFIELDS, INC.

FILED
95 JUN -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is APPLEFIELDS, INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 1133 West Main Street, Dothan, Alabama 36301.

The mailing address, wherever located, of the corporation is
1133 West Main Street, Dothan Alabama 36301.

THIRD: This corporation is authorized to issue one class of common shares, designated respectively "Series A Common Stock" and "Series B Common Stock." Ten Thousand (10,000) shares of Series A Common Stock may be issued. Thirty Thousand (30,000) shares of Series B Common Stock may be issued. The Series A Common Stock has exclusive voting rights on all matters requiring a vote of the shareholders, including election of directors, except as otherwise provided by law. The Series B Common Stock has no voting rights.

The number of holders of shares of Voting Common Stock and the issuance and transfer of shares are restricted in accordance with the terms and conditions set forth in the Corporation's Bylaws.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, 2nd Floor, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

M. A. Nader

ADDRESS

5670 Wilshire Boulevard, #750
Los Angeles, California 90036

SIXTH. Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To apply for, register, obtain, purchase, lease, take licenses in respect of, or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trade-marks, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United

States of America or of any state or subdivision thereof, or of any foreign country or subdivision thereof, and all rights connected therewith or appertaining thereunto;

(c) franchises, licenses, grants, and concessions.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on May 31, 1995.



M. A. Nader, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these 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.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: 

A. P. Polizzi, Assistant Vice President

Date: May 31, 1995

FILED
95 JUN -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
ALLA BUSH, FL 32007
800-342-0788
04-222-0171
004-222-0171 FAX

P95000043207



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 118120 7117174

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pysit

FILED
96 OCT 15 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 11, 1996

ORDER TIME : 9:07 AM

ORDER NO. : 118120

CUSTOMER NO: 7117174

500001974155--7

CUSTOMER: Ms. Helen Applefield
Golden Apple, Inc.
2330 Montgomery Highway

Dothan, AL 36303

CHANGE OF AGENT

NAME: APPLEFIELD'S, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY

RECEIVED
96 OCT 15 AM 10:00
DIVISION OF CORPORATION

CONTACT PERSON: Juan E Jones

PA Chang
10/17/96
Je



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 15, 1996

CSC NETWORKS
JUAN JONES

SUBJECT: APPLEFIELDS, INC.
Ref. Number: P95000043207

RESUBMIT

Please give original
submission date as file date.

We have received your document for APPLEFIELDS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 396A00047257

RECEIVED
96 OCT 18 PM 1:00
DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Applefields, Inc.

1b. The mailing address of the corporation is: 1133 West Main Street, Dothan, AL 36301

1c. Date of incorporation: 06/01/95 Document number: P95000043207

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.

1201 Hays Street

Tallahassee, Florida 32301

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Bryan Applefield

8701 North Lagoon Drive

Panama City Beach, Florida 32407

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or
vice chairman of the board)

10-6-96
(Date)

Bryan Applefield, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

By: (Signature of Registered Agent)
(Signature of Registered Agent)

10-6-96
(Date)

If signing on behalf on an entity:

Bryan Applefield
(Typed or Printed Name)

Pres.
(Capacity)

FILED
96 OCT 15 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA