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PLEASE REPLY TO TAMPA

June 12, 1995

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

VIA FEDERAL EXPRESS

FILED
JUN 13 1995
6:52
TAMPA, FLORIDA

Re: Incorporation of M. D. Pepper, Inc.

Gentlemen:

Please find enclosed the following documents with regard to the above corporation:

1. Two (2) originals of the Articles of Incorporation - one for filing with the State, and the other for certification and return to our law office;
2. An original and one copy of the Certificate Designating Registered Agent; and
3. Check made payable to the Secretary of State in the amount of \$122.50 to cover filing and certification fees.

Thank you for processing the above enclosures. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Gregory L. Williams

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GLW:jac

Enclosures

SAB
6/14/95

ARTICLES OF INCORPORATION

OF

M. D. PEPPER, INC.

FILED

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**CLERK OF DISTRICT COURT
TAMPA, FLORIDA**

**ARTICLE I
NAME**

The name of the Corporation is M. D. PEPPER, INC. The address of the Corporation is 712 South Oregon Avenue, Tampa, Florida 33606.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 712 South Oregon Avenue, Tampa, Florida 33606, and the name of the initial Registered Agent of the Corporation at that address is Gregory L. Williams.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of the Corporation are:

George Spencer
13754 Deseret Lane
St. Cloud, Florida 34773

Paul Genho
13754 Deseret Lane
St. Cloud, Florida 34773

Kent Cook
13754 Deseret Lane
St. Cloud, Florida 34773

Gregory L. Williams
712 South Oregon Avenue
Tampa, Florida 33606

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Gregory L. Williams, 712 South Oregon Avenue, Tampa, Florida 33606.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of June, 1995.



Gregory L. Williams
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Gregory L. Williams, known to me and known by me to be the person who executed the foregoing Articles of Incorporation of M. D. Pepper, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

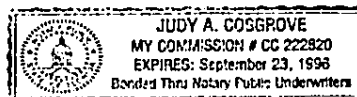
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of June, 1995.



NOTARY PUBLIC, STATE OF FLORIDA

Print Name: JUDY A. COSGROVE

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That M. D. PEPPER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 712 South Oregon Avenue, Tampa, Florida 33606, has named Gregory L. Williams, located at 712 South Oregon Avenue, Tampa, County of Hillsborough, State of Florida 33606 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: _____

Gregory L. Williams
Registered Agent

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