

1201 HAYS STREET
TALLAHASSEE, FL
904 222-1111
904 222-0191 FAX

000-112-008

950052539



ACCOUNT NO. 072100000032

REFERENCE : 638211 94049A

AUTHORIZATION :

COST LIMIT : * PREPAID

411010101 153856504
-07712295--01018--024
++++122.50 +++++122.50

ORDER DATE : July 12, 1995

ORDER TIME : 10:02 AM

ORDER NO. : 638211

CUSTOMER NO: 94049A

CUSTOMER: Ms. Janet Rogan
ANDERSON & ORCUTT

Suite 2400
401 E. Jackson Street
Tampa, FL 33602

FILED
95 JUL 12 AM 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: CHECKERED FLAG INDUSTRIES,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUL 12 1995

95 JUL 12 PM 41
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CHECKERED FLAG INDUSTRIES, INC.

FILED
95 JUL 12 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

CHECKERED FLAG INDUSTRIES, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

501 South Falkenburg Road
Brandon, Florida 33619

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

Suite 2400
401 East Jackson Street
Tampa, Florida 33602

B. The name of the initial Registered Agent of this Corporation at such address is:

Scott F. Barnett, Esquire

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director(s) of this Corporation are:

Scott Billingham
501 South Falkenburg Road
Brandon, Florida 33619

Matthew Carr
501 South Falkenburg Road
Brandon, Florida 33619

ARTICLE VIII - INCORPORATOR

A. The name of the person signing these Articles is:

Scott F. Barnett, Esquire

B. The address of the person signing these Articles of Incorporation is:

Suite 2400
401 East Jackson Street
Tampa, Florida 33602

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE X - CALLING OF SPECIAL MEETING

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

ARTICLE XI - REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE XII - INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at

the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XIII - EXTRAORDINARY ACTION

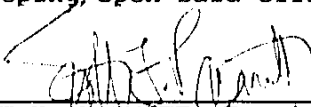
The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell,

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ACKNOWLEDGMENT OF RESIDENT AGENT

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95 JUL 12 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process
CHECKLRED FLAG INDUSTRIES, INC. at the place designated in this
Certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of Section 48.04, Florida
Statutes, relative to keeping open said office.



SCOTT F. BARNETT, Esquire

SFB:jmr
071095:45824