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Gregory R. McKenzie
154 Widner Circle
DeFuniak Springs, FL 32433
(904) 892-4751 Home
(904) 892-6761 Store

1 July 1995

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

RECEIVED
JUL 18 1995

RE: ARTICLE OF INCORPORATION IN THE CASE OF *NICK IN TIME Co.*

Dear Sir/Madam;

Enclosed are the Articles of Incorporation (original and one copy) for *Nick In Time Co.* as well as the \$78.75 for the filing fee and Certificate.

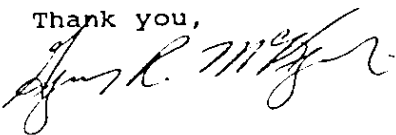
It is my understanding that by submitting the Articles of Incorporation the business name will automatically be reserved from future use by another entity. In the event this is not the case please notify us immediately and we will comply with the reservation procedures.

Our business is located in Defuniak Springs, FL and has been in operation for approximately three years as a partnership.

Please advise us of any reporting requirements, and we look forward to receiving the Certificate of Incorporation from your division.

If you have any questions or need any further information please feel to contact me at the telephone numbers above.

Thank you,



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copy to:
files
all incorporators

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TRANSMITTAL LETTER

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

SUBJECT: NICK IN TIME Co.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Gregory R. McKenzie
Name (printed or typed)

154 Widner Circle
Address

DeFuniak Springs, FL 32433
City, State & Zip

(904) 892-6761
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I (NAME)

The name of the corporation shall be: NICK IN TIME Co.

The purpose of this corporation is that of wholesale and retail of country craft(s) and gift items that are either purchased for resale or manufactured.

ARTICLE II (PRINCIPLE OFFICE)

The principle place of business shall be:

NICK IN TIME Co.
51 S. 9th Street
DeFuniak Springs, FL 32433

The mailing address for this corporation shall be:

NICK IN TIME Co.
154 Widner Circle
DeFuniak Springs, FL 32433

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ARTICLE III (SHARES)

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares (One million shares).

The Par-Value of each share is set at \$1.00 (One Dollar) per share.

All shares are classed as Common Stock, and have no preemptive or preferential rights.

Each share carries one vote for members of the Board of Directors, and on other matters the Board of Directors as a result of a majority vote choose to put before the stockholders for a vote. The final decision will be as a result of a simple majority of outstanding shares cast in the voting process.

Joint holders of stock may elect in writing to vote their shares of stock independently, consequently the number of shares held jointly will be divided evenly for voting purposes only. This election will remain in effect until jointly revoked by both parties at which time those stocks may not be divided for voting purposes again.

Shares of stock may not be sold or transferred by any stockholder or in any manner without the written permission of the Board of Directors in office at the time the transfer is to be effective.

No fractional shares will be issued.

No shares may be voted in proxy.

The corporation reserves the right, but is in no way required, to acquire its own shares for redistribution.

In the event of dissolution, shareholders have no rights or claims against the corporation or to the assets of the corporation. In the event of dissolution, all outstanding shares are to be considered without value.

Shareholders have no personal liability for debts of the corporation.

Shareholder meetings will be announced by the Board of Directors. Such announcement and or notification can be either written or verbally communicated.

Dividend payments will be determined and are at the discretion of the Board of Directors, and will apply to all holder of this corporation's stock.

ARTICLE IV (INITIAL REGISTERED AGENT)

The name and address of the initial registered agent is:

Gregory R. McKenzie
154 Widner Circle
DeFuniak Springs, FL 32433

ARTICLE V (INCORPORATORS)

The incorporator(s) listed below will also act as the initial Board of Directors for the corporation.

They will be responsible for the day to day operations of the corporation, the general duties of their office is to be stated in the corporate bylaws. While the incorporator(s) also serve as officeholders within the corporation, they may resign from the Board of Directors, and at the discretion of the Board of

Directors continue to serve as an officeholder within the corporation or vice versa.

The incorporators have no personal liability for the debts of or other action(s) of the corporation.

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Gregory R. McKenzie
154 Widner Circle
DeFuniak Springs, FL 32433

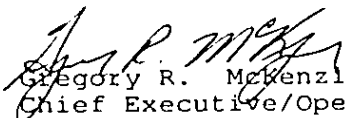
Michelle L. McKenzie
154 Widner Circle
DeFuniak Springs, FL 32433

Betty N. McKenzie
141 Widner Circle
DeFuniak Springs, FL 32433

Travis E. McKenzie
142 Widner Circle
DeFuniak Springs, FL 32433

Patrick Tucker
1317 Pinecrest Drive
Tupelo, MS 38801

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 1 st day of JULY, 1995.


Gregory R. McKenzie
Chief Executive/Operations Officer

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

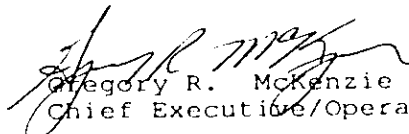
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMIT THE FOLLOWING STATEMENTS IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **NICK IN TIME Co.**

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

Gregory R. McKenzie
154 Widner Circle
DeFuniak Springs, FL 32433

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Gregory R. McKenzie
Chief Executive/Operations Officer

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