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PR500061651

ACCOUNT NO. : 072100000032

REFERENCE : 656759 82378A

AUTHORIZATION :

COST LIMIT : 9

ORDER DATE : August 9, 1995

ORDER TIME : 2:59 PM

ORDER NO. : 656759

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
SAFRON ROONEY & DZURAK

P.o. Box 400

Punta Gorda, FL 33951-0400

2000001550.00
08/10/95 - 08/01/95
*****70.00 *****70.00

DOMESTIC FILING

NAME: JOHNSON WHOLESALE, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

T. BROWN AUG 10 1995

FILED
95 AUG -9 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
JOHNSON WHOLESALE, INC.

FILED
95 AUG -9 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, BRIAN R. JOHNSON do hereby
create and sign these Articles for the purpose of forming a
Corporation as provided under the laws of the State of
Florida.

I.

The name of the corporation shall be:

JOHNSON WHOLESALE, INC.

II.

The said corporation is hereby empowered to engage
in any or all of the following business operations, and to
perform all necessary and proper lawful acts in connection
therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things
and to exercise all of the powers set out and enumerated in
Florida Statutes, Chapter 607, (as amended), and to exercise
all other powers provided by law to be exercised by corpora-
tions.

III.

Said corporation is hereby authorized to have
outstanding at any time, a maximum of one hundred (100)
shares of common stock, without par value; no other class or

type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 8249 Skylane Way, Punta Gorda, Florida 33982, and the name of its initial Registered Agent is BRIAN R. JOHNSON whose mailing address is P.O. Box 1110, Punta Gorda, Florida 33951-1110. The mailing address of the corporation is P.O. Box 1110, Punta Gorda, Florida 33951-1110.

I hereby accept designation as Resident Registered Agent, act in this capacity, and to agree to comply with the provisions of said act relative to keeping open said office.

DATED: August 7, 1995.


BRIAN R. JOHNSON

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By Laws of the corporation, shall have any way exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

NAME	ADDRESS
BRIAN R. JOHNSON	8249 Skylane Way Punta Gorda, Florida 33982

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be BRIAN R. JOHNSON, the first Vice President of the corporation

shall be ROY W. JOHNSON, and the First Secretary shall be EDNA R. JOHNSON, and the First Treasurer shall be BRIAN R. JOHNSON. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock each agree to take, and the amount to be paid therefor, are as follows:

NAME	ADDRESS	NO. OF SHARES	AMOUNT SUBSCRIBED
BRIAN R. JOHNSON	8249 Skylane Way Punta Gorda, FL 33982	100	\$1000.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

XIII.

All corporate powers shall be vested by or under

the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation, through the consent and election of its shareholders, shall be permitted to qualify under the provisions of Subchapter S of the Internal Revenue Code.

XVI.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 7th day of August, 1995.

Witness #1

BRIAN R. JOHNSON

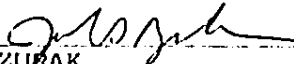
Witness #2

STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this
2nd day of August, 1995, by BRIAN R. JOHNSON who is per-
sonally known to me, or who have produced his ID
an identification.

My commission expires:


JOHN S. DZURAK,
Notary Public
State of Florida at Large



TO FLORIDA DEPT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

JOHNSON WHOLESALE INC
P.O. BOX 511110
PUNTA GORDA, FL 33951-1110

SUBJECT

P.O. BOX CHANGE

DATE 05/05/97

MESSAGE

the box office box number is 511110

P95000061651

SIGNED E.B. JOHNSON

DATE

REPLY

KS 5/13

SIGNED

E.B. Johnson