

P95000064720

DORAN, WALTERS, ROST, SELTER & WOLFE

ATTORNEYS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THEODORE R. DORAN
SCOTT R. ROST
MARY F. SELTER
LAWRENCE O. WALTERS
AARON M. WOLFE

FIRST UNION TOWER
444 SEADRENZEE BOULEVARD
SUITE 800
DAYTONA BEACH, FLORIDA 32118

PLEASE REPLY TO:
POST OFFICE DRAWER 18110
DAYTONA BEACH, FLORIDA 32118
(904) 250-1111
FAX (904) 250-4200

OF COUNSEL
RONALD F. ANDERSON
DAVID B. SLAUGHTER
MEMBER OF GEORGIA BAR

August 18, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300001565023
-08/21/95--01055--006
***122.50 ***122.50

RE: C. J. REYNOLDS, INC.

Gentlemen:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is our client's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Sincerely,

Theodore R. Doran

FILED
95 AUG 21 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRD/dk
Enclosures

AUG 22 1995 BSR

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ARTICLES OF INCORPORATION
OF
C. J. REYNOLDS, INC.

FILED
95 AUG 21 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be C. J. Reynolds, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common capital stock at a par value of \$1.00 per share.

Articles Of Incorporation Of C. J. Reynolds, Inc.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

Articles Of Incorporation Of C. J. Reynolds, Inc.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: C. J. Reynolds, 17

Articles Of Incorporation Of C. J. Reynolds, Inc.

Oakmont Circle, Ormond Beach, FL 32174.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 444 Seabreeze Boulevard, Suite 800, Daytona Beach, FL 32118.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Theodore R. Doran.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: Theodore R. Doran, 444 Seabreeze Boulevard, Suite 800, Daytona Beach, FL 32118.

Articles Of Incorporation Of C. J. Reynolds, Inc.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII. MAILING ADDRESS

The mailing address of the Corporation is Post Office Box 15110, Daytona Beach, Florida 32115.



Theodore R. Doran - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of C. J. Reynolds, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for C. J. Reynolds, Inc.



Theodore R. Doran - Registered Agent

Articles Of Incorporation Of C. J. Reynolds, Inc.

State Of Florida
County Of Volusia

On August 18, 1995, Theodore R. Doran, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of C. J. Reynolds, Inc.

Susanna D. Swisher
Susanna D. Swisher
Notary Public



SUSANNA D SWISHER
My Commission CC479146
Expires Jul. 10, 1999
Bonded by ANB
800-852-5678

Articles Of Incorporation Of C. J. Reynolds, Inc.

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OF COUNSEL
DAVID B. SLAUGHTER
*MEMBER OF FLORIDA BAR

April 21, 1997

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Dissolution of C.J. Reynolds, Inc.

100002153741--9
-04/24/97--01068--010
*****35.00 *****35.00

Dear Sirs:

Enclosed please find an original Articles of Dissolution, a copy of Shareholders Resolution and my check in the amount of \$35.00 to cover costs of dissolving the above-referenced corporation.

If you have any questions, please do not hesitate to contact me at the above address or telephone number.

Very truly yours,



Scott R. Rost

SRR/cpt
Encls.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 APR 24 PM 2:55

Volleis

MAY 1 1997

ARTICLES OF DISSOLUTION
OF
C.J. REYNOLDS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 24 PM 2:55

These Articles of Dissolution are made and executed this 22 day of
April, 1997.

1. The name of the corporation is C.J. Reynolds, Inc..
2. The date dissolution was authorized is 22 April 1997.
3. Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval, as evidenced by the Written Consent of Shareholders attached hereto.

IN WITNESS WHEREOF, the undersigned corporation, by and through its President, have caused these Articles of Dissolution to be executed the day and year so written above.

C.J. REYNOLDS, INC.

BY: Christopher J. Reynolds
Print Name: Christopher J. Reynolds
Its: President

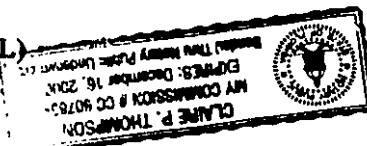
STATE OF FLORIDA
COUNTY OF VOLUSIA

(CORP. SEAL)

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Christopher J. Reynolds, the President of C.J. Reynolds, Inc., who executed the foregoing Articles of Dissolution on behalf of the corporation.

WITNESS, my hand and seal in the state and county named above this 22 day of
April, 1997.

Clavie P. Thompson (SEAL)
Notary Public

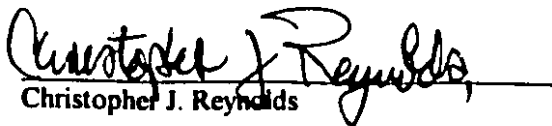


**SHAREHOLDER RESOLUTION
OF
C.J. REYNOLDS, INC.**

The undersigned, being the Shareholder(s) of C.J. Reynolds, Inc., does hereby take the following action without a meeting, pursuant to the applicable provisions of the Florida Corporation Code:

RESOLVED THAT, the liquidation and dissolution of C.J. Reynolds, Inc., is hereby approved, and the President of the Corporation is authorized to execute any and all documents necessary to effectuate such liquidation and dissolution.

DONE AND EXECUTED this 22 day of April, 1997.


Christopher J. Reynolds

22 April 1997
Date