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P9600004343

January 9, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

TELEPHONE 1-800-352-7429  
1-904-417-2000  
FAX 1-904-417-1000

Re: **Palm Enterprises of Flagler, Inc.**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning Palm Enterprises of Flagler, Inc., together with our firm's check in the amount of \$122.50 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned.

If you have any questions, please do not hesitate to call.

Sincerely,

*Karolyn Sheekey*

Karolyn Sheekey  
Secretary

encl.

FILED  
96 JAN 11 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESSEB JAN 16 1996

**ARTICLES OF INCORPORATION**  
**of**  
**PALM ENTERPRISES OF FLAGLER, INC.**

FILED  
26 JAN 11 AM 01  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, heroby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**PALM ENTERPRISES OF FLAGLER, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to operate consulting and professional services associated with purchase and resale of wholesale groceries; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is ONE HUNDRED DOLLARS.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. ADDRESS

The street and mailing address of the initial principal office of this corporation in the State of Florida is 1 Florida Park Drive, Suite 114, Palm Coast, Florida 32137. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### ARTICLE VII. DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

#### ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Gerard Masiello	60 Fleming Court Palm Coast, FL 32137
John Alexanderson	26 Whittington Drive Palm Coast, FL 32164

**ARTICLE IX. SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration thereof:


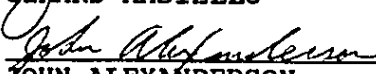
<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Gerard Masiello	60 Fleming Court Palm Coast, FL 32137	50	\$ 50.00
John Alexanderson	26 Whittington Drive Palm Coast, FL 32164	50	\$ 50.00

**ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE XI. REGISTERED AGENT AND OFFICE**

The registered agent and office for this corporation shall be Gerard Masiello, 1 Florida Park Drive, Suite 114, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

  
\_\_\_\_\_  
GERARD MASIELLO  
  
\_\_\_\_\_  
JOHN ALEXANDERSON

STATE OF FLORIDA  
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared GERARD MASIELLO and JOHN ALEXANDERSON, to me personally known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation. Declarants produced a Florida

Driver's License as identification and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 9 day of January, 1996.



OFFICIAL SEAL  
KAROLYN H. SHEEKEY  
My Commission Expires  
June 20, 1996  
Comm. No. CC 204302

Karolyn H. Sheekey  
Notary Public  
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT PALM ENTERPRISES OF FLAGLER, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1 FLORIDA PARK DRIVE, SUITE 114, PALM COAST, FLORIDA 32137, HAS GERARD MASIELLO, 1 FLORIDA PARK DRIVE, SUITE 114, PALM COAST, FLORIDA 32137, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Gerard Masiello  
GERARD MASIELLO  
DATE: 1/9, 1996

John Alexanderson  
JOHN ALEXANDERSON  
DATE: 1/9, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND

COMPLETE PERFORMANCE OF MY DUTIES.

Gerard Masiello  
GERARD MASIELLO  
REGISTERED AGENT

DATE: 1/9, 1966

FILED  
96 JAN 11 AM 10:01  
DEPT OF STATE  
TALLAHASSEE, FLORIDA