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ACCOUNT NO. : 072100000052

REFERENCE : 015130 - 00200

AUTHORIZATION :

Patricia Pysko

COST LIMIT : \$ 122.50

ORDER DATE : January 22, 1996

ORDER TIME : 4:05 PM

ORDER NO. : 015130

CUSTOMER NO: 00200

300001695453

CUSTOMER: Robert Bruce Snow, Esq
ROBERT BRUCE SNOW, ESQ

112 North Orange Avenue
Brooksville, FL 34601

DOMESTIC FILING

NAME: VICTORY FLEAMARKETS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER'S INITIALS:

T. BROWN JAN 23 1996

FILED
96 JAN 23 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
VICTORY FLEAMARKETS, INC.**

FILED
96 JAN 23 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of engaging and organizing a corporation under the laws of the State of Florida, do hereby associate themselves together and adopt the following Articles of Incorporation for such corporation:

I. **NAME**: The name of the corporation shall be **VICTORY FLEAMARKETS, INC.**, and it is to be located at 23 North Florida Avenue, Brooksville, Hernando County, Florida.

II. **BUSINESS PURPOSE**: The nature and purpose of the corporation will be to own and operate a fleamarket and all other activities associated with the business. The corporation shall be authorized and able to do all lawful business which the laws of the State of Florida allow for corporations organized under the laws of the State of Florida.

III. **CAPITAL STOCK**: The amount of total authorized capital stock of this corporation shall be 100 shares of stock with no par value.

IV. **INITIAL CAPITAL**: The amount of the capital with which the corporation will begin business with is the sum of \$1,000.00.

V. **TERM**: The term of duration of the corporation shall be perpetual.

VI. **ADDRESS**: The initial street address and post office mailing address of the principal office of the corporation shall be:

Street Address

23 North Florida Avenue
Brooksville, Florida 34601

Mailing Address

Post Office Box 1178
Brooksville, Florida 34605-1178

VII. **OFFICERS**: The corporation shall have corporate officers as follows:

President, Vice President, and Treasurer. The initial officers who shall serve until the first meeting of the shareholders are as follows:

<u>NAMES</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Jerry Price	President	Post Office Box 1178 Brooksville, FL 34605-1178
Glenda Price	Vice-President	Post Office Box 1178 Brooksville, FL 34605-1178
Betty Humphrey	Treasurer	908 Cedar Drive Brooksville, Florida 34601

VIII. **DIRECTORS**: This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the stockholders.

IX. **BOARD OF DIRECTORS**: The affairs of the corporation shall be managed by a Board of Directors which shall have three (3) members initially. The names and addresses of the initial Board of Directors shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Price	Post Office Box 1178 Brooksville, Florida 34605-1178
Glenda Price	Post Office Box 1178 Brooksville, Florida 34605-1178
Betty Humphrey	908 Cedar Drive Brooksville, Florida 34601


X. **BY-LAWS**: The by-laws of the corporation may be made, altered or rescinded by the members of the Board of Directors upon a favorable majority vote of the Board of Directors of the corporation present at any meeting of said Board of Directors.

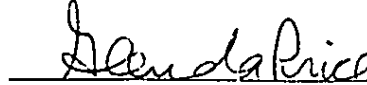
XI. **SUBSCRIBERS:** The name, address and number of shares of each subscriber of the corporation is as follows:

NAME	ADDRESS	NO. OF SHARES
Jerry Price	Post Office Box 1178 Brooksville, FL 34605-1178	45
Glenda Price	Post Office Box 1178 Brooksville, FL 34605-1178	45
Betty Humphrey	903 Cedar Drive Brooksville, FL 34601	10

XII. **REGISTERED AGENT:** The name and address of the registered agent of the corporation is **JERRY PRICE**, whose street address is 23 North Florida Avenue, Brooksville, Florida, and whose mailing address is Post Office Box 1178, Brooksville, Florida 34605-1178, who is the President of the of the corporation and is a resident of the County of Hernando, State of Florida.

IN WITNESS WHEREOF, We have hereunto signed these Articles of Incorporation on the 19th day of December, 1995.


JERRY PRICE

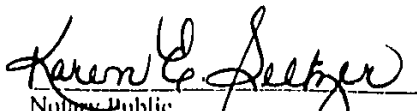

GLENDA PRICE


BETTY HUMPHREY

**STATE OF FLORIDA
COUNTY OF HERNANDO**

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named in the above to take acknowledgments, personally appeared **JERRY PRICE, GLENDA PRICE AND BETTY HUMPHREY**, to me known to be the persons described as the subscribers in and who acknowledged before me that they executed the same and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last above said this 19th day of December, 1995.


Notary Public
Commission No.: CC363921
Commission Expires: May 18, 1998



ACCEPTANCE OF REGISTERED AGENT

I CERTIFY that I am a permanent resident of Hernando County, Florida, residing at 23 North Florida Avenue, Brooksville, Hernando County, Florida. I hereby accept the foregoing designation as Registered Agent.

EXECUTED this 19th day of December, 1995.


JERRY PRICE
Registered Agent

THIS INSTRUMENT PREPARED BY:

**Robert Bruce Snow, Esquire
112 North Orange Avenue
Brooksville, Florida 34601
(352) 796-1441**