

P96000018651

C. SACCARECCIA
PO BOX 1908
PALATKA, FLORIDA 32178

FEBRUARY 26, 1996

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*****70.00 *****70.00

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314

DEAR SIR,

ENCLOSED IS THE ARTICLES OF INCORPORATION FOR CLASSIC LIFESTYLES
UNLIMITED, INC. IN DUPLICATE. ALSO A CHECK FOR \$70.00 TO COVER
THE COST OF FILING.

PLEASE SEND ALL CORRESPONDENCE TO:
C. SACCARECCIA
PO BOX 1908
PALATKA, FLORIDA 32178

SINCERELY,

C. Saccareccia

C. SACCARECCIA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CLASSIC LIFESTYLES UNLIMITED, INC.

WE, THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORATION,
DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF
FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS CLASSIC LIFESTYLES
UNLIMITED, INC.

ARTICLE II. DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. NATURE OF BUSINESS

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY
ORGANIZED SHALL CONSIST OF THE TRANSACTIONS OF ANY OR ALL LAWFUL
BUSINESS FOR WHICH BUSINESSES MAY BE INCORPORATED UNDER AND
PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE IV. CAPITAL STOCK

THE CORPORATION SHALL BE AUTHORIZED TO ISSUE COMMON STOCK, OF A SINGLE CLASS, OF A TOTAL OF NOT MORE THAN ONE HUNDRED (100) SHARES, HAVING PAR VALUE OF \$5.00 PER SHARE.

ARTICLE V. ADDRESS OF REGISTERED OFFICE

THE REGISTERED ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS 916 GREENWOOD STREET, WELAKA, AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS BARBARA FENDER. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME REMOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

ARTICLE VI. BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN ONE (1) PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN ONE (1). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUCTED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BYLAWS MAY PROVIDE.

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THE NAMES AND ADDRESSES OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE BOARD OF DIRECTORS IS AS FOLLOWS:

BARBARA FENDER, P O BOX 1084, WELAKA, FL 32193
JAMES FENDER, P O BOX 1084, WELAKA, FL 32193
CLEM SACCARECCIA, P O BOX 1908, PALATKA, FL 32178

ARTICLE VII. INCORPORATORS

THE PERSONS WHO HAVE SIGNED AND DELIVERED OR REQUESTED TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAMES AND ADDRESSES ARE AS FOLLOWS:

BARBARA FENDER, P O BOX 1084, WELAKA, FL 32193

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ARTICLE VIII. DESIGNATION OF REGISTERED AGENT

THERE IS APPENDED TO THESE ARTICLES A CERTIFICATE DESIGNATING A RESIDENT AGENT AND ADDRESS AND PHYSICAL LOCATION OF THE OFFICE, PLACE OF BUSINESS OR LOCATION FOR THE SERVICE OF PROCESS UPON THIS CORPORATION WITHIN THIS STATE. THAT CERTIFICATE IS MARKED "EXHIBIT A" AND IS BY THIS REFERENCE MADE PART OF THESE ARTICLES.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.

Barbara Fender
BARBARA FENDER

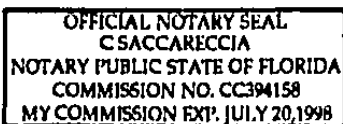
STATE OF FLORIDA

COUNTY OF PUTNAM

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 BARBARA FENDER KNOWN TO ME TO BE THE PERSONS DESCRIBED AS INCORPORATOR IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT THEY SUBSCRIBED THE SAID ARTICLES OF INCORPORATION. WITNESS MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID.

THIS 14 DAY OF February, 19 96.

C. Saccareccia
MY COMMISSION EXPIRES:



CLASSIC LIFESTYLES UNLIMITED, INC.

EXHIBIT A

DESIGNATION OF

REGISTERED AGENT

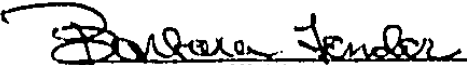
THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE BARBARA FENDER,
AN INDIVIDUAL, RESIDENT OF THE STATE OF FLORIDA, AS ITS
REGISTERED AGENT WITHIN THE MEANING OF THE FLORIDA GENERAL
CORPORATION ACT, AND FURTHER DESIGNATES 916 GREENWOOD STREET,
WELAKA, FL 32193 AS ITS REGISTERED OFFICE.

BY Barbara Fender
BARBARA FENDER

REGISTERED AGENT

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED AGENT OF CLASSIC LIFESTYLES UNLIMITED, INC. AND DOES ACCEPT THAT APPOINTMENT AND AGREES TO ACT AS SUCH.


BARBARA FENDER

REGISTERED AGENT

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TALLAHASSEE, FLORIDA