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PRESTIGE
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DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 864646 6209A

AUTHORIZATION : *Patricia Pyzato*

COST LIMIT : \$ 70.00

ORDER DATE : February 29, 1996

ORDER TIME : 10:10 AM

ORDER NO. : 864646

CUSTOMER NO: 6209A

600001728156

CUSTOMER: William H. Cauthen, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

EFFECTIVE DATE
3-1-96

DOMESTIC FILING

NAME: RANDALL TAXIDERM, INC.

EFFECTIVE DATE: MARCH 1, 1996

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: LORI DUNLAP

EXAMINER'S INITIALS:

T. BROWN FEB 29 1996

FILED
96 FEB 29 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-1-96

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RANDALL TAXIDERMY, INC.

The undersigned natural person(s) of legal age, acting as an incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be:

RANDALL TAXIDERMY, INC.
41444 S.R. 19 North
Umatilla, FL 32784

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock (each with a par value of \$1.00).

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Charlotte Randall	41444 S.R. 19 North Unit 1 Umatilla, FL 32784

The names and addresses of the Director(s) are:

<u>NAME</u>	<u>ADDRESS</u>
Charlotte Randall	41444 S.R. 19 North Unit 1 Umatilla, FL 32784

Rod Edward Randall

41444 S.R. 19 North
Unit 1
Umatilla, FL 32784

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation; or
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII
Directors

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of or a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII
Effective Date

The date that corporate existence shall begin shall be March 1, 1996. This election is pursuant to Florida Statute 607.0123.

ARTICLE IX
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 41444 S.R. 19 North, Unit 1, Umatilla, Florida 32784. The name of the Registered Agent of this corporation is CHARLOTTE RANDALL at the above office address.

ARTICLE X
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 28th day of February, 1996.



CHARLOTTE RANDALL

ACCEPTANCE

I hereby accept to act as initial Registered Agent for RANDALL TAXIDERMY, INC., as stated in these Articles of Incorporation.

Charlotte Randall
CHARLOTTE RANDALL

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TALLAHASSEE, FLORIDA