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March 20, 1996

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Corporate Records Bureau  
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Shoffler Enterprises, Inc.  
Shoffler International, Inc.

Dear Sir or Madam:

Enclosed is the Articles of Incorporation for the above named corporation along with a conformed copy and the appropriate filing fee. If you have any questions or require additional information, please do not hesitate to call me.

Yours very truly,

RICHARD E. MARSH, JR., P.A.

*D. Scott Bowers*

D. Scott Bowers

Enclosures

AL APR - 2 1995

FILED  
96 MAR 26 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SHOFFLER ENTERPRISES, INC.**

**FILED**  
96 MAR 26 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporate, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is SHOFFLER ENTERPRISES, INC. (hereinafter called the "Corporation").

**ARTICLE II**

**PURPOSE**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. However, the sole business of this corporation shall be the operation of an Amway distributorship.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<b>Number of authorized shares:</b>	<b>1,000</b>
<b>Par value per share:</b>	<b>\$1.00</b>
<b>Class of Stock:</b>	<b>Common</b>

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Florida is 1924 S.E. 32nd Terrace, Cape Coral, Florida 33904, and the name of its registered agent at such address is GLENN A. SHOFFLER.

## **ARTICLE V**

### **PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be 1924 S.E. 32nd Terrace, Cape Coral, Florida 33904.

## **ARTICLE VI**

### **DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is two (2), and the name(s) and address(es) of the member(s) of the Board of Directors, who is (are) to serve as the Corporation's director(s) until his (their) successor(s) is (are) duly elected and qualified is (are):

GLENN A. SHOFFLER  
1924 S.E. 32nd Terrace  
Cape Coral, Florida 33904

PAM A. SHOFFLER  
1924 S.E. 32nd Terrace  
Cape Coral, Florida 33904

## **ARTICLE VII**

### **INCORPORATOR**

The name of the Incorporator is Richard E. Marsh, Jr., and the address of the Incorporator is Richard E. Marsh, Jr., P.A., 227 West Trade Street, Suite 1925, Charlotte, North Carolina 28202.

## **ARTICLE VIII**

### **INDEMNIFICATION**

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 20 day of March, 1996.

  
Richard E. Marsh, Jr., Incorporator

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

BEFORE ME, the undersigned authority, personally appeared Richard E. Marsh, Jr., to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 20th day of March, 1996.

  
Notary Public State of North Carolina

My Commission Expires: 1/19/99

**CERTIFICATE DESIGNATING REGISTERED AGENT**

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Articles of Incorporation, SHOFFLER ENTERPRISES, INC. has named GLENN A. SHOFFLER, located at 1924 S.E. 32nd Terrace, Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named in accept service of process for the above stated Corporation at the place designated in this Certificate, GLENN A. SHOFFLER hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the property and complete discharge of his duties.

Dated this 19th day of March, 1996.

**REGISTERED AGENT:**

By:

  
GLENN A. SHOFFLER

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96 MAR 26 AM 11:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA