

P 96000045972

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PREMIER HILL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 970398 6209A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 70.00

FEDERAL PREPARED

ORDER DATE : May 30, 1996

ORDER TIME : 11:51 AM

ORDER NO. : 970398

CUSTOMER NO: 6209A

CUSTOMER: William H. Cauthen, Esq
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DIVISION OF CORPORATION

96 MAY 30 PM 1:12

RECEIVED

96 MAY 30 PM 2:31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: RANDALL'S WAX WORKS, INC.

EFFECTIVE DATE:

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 R. Dunlap

EXAMINER'S INITIALS:

LR
5/30/96

EFFECTIVE DATE
10/1/96

FILED
SEC. OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
RANDALL'S WAX WORKS, INC.

The undersigned natural person(s) of legal age, acting as 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'S WAX WORKS, INC.
389 South Central Avenue
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: (i) ten thousand (10,000) shares of voting common stock (each with a par value of 10¢ per share) and (ii) ninety thousand (90,000) shares of non-voting common stock (each with a par value of 10¢ per share). The holders of the voting common stock and non-voting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the non-voting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

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96 MAY 30 PM 2:31

ARTICLE IV
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
CHARLOTTE RANDALL	389 South Central Avenue Umatilla, FL 32784

The name and address of the sole Director is:

<u>NAME</u>	<u>ADDRESS</u>
CHARLOTTE RANDALL	389 South Central Avenue 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;
- (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 one (1) director. 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 of a majority of the outstanding shares

of all classes of stock entitled to 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 a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's 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 June 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 389 South Central Avenue, Umatilla, FL 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 24 day of May, 1996.

Charlotte Randall
CHARLOTTE RANDALL

ACCEPTANCE

I hereby accept to act as Initial Regist. rec. agent for RANDALL'S WAX WORKS, INC.,
as stated in these Articles of Incorporation, dated this 24 day of May, 1996.

Charlotte Randall
CHARLOTTE RANDALL

FILED
SECRETARY OF STATE
TENNESSEE
26 MAY 30 PM 2:31