CAPITAL CONNECTION, INC. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Ing Address Post Office Box 10349, Tallahassee, FL 32302 RE: Cand M Transition Inc.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870 Malling Address Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1-800-3-12-8062 FAX (904) 222-1222

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11-2529-7 PONDER'S INC., THOMASVILLE, GA.

Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Dua Amounts Past 30 Days, 16% per Annum.

THANK YOU from **Your Capital Connection**

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ARTICLES OF INCORPORATION

OF

I AND M TREASURES, INC.



The undersigned natural person, competent to contract for the purpose of forming a corporation under provisions of the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is L AND M TREASURES, INC.

ARTICLE II

MAILING RESS

The principal place of L. less and mailing address of this Corporation is:

9018 Mission Oaks Boulevard Seminole, Florida 34646

Principal place of business: Pinellas County, Florida

ARTICLE III

PURPOSE

The general nature of the business to be transacted and carried on by the corporation is to do any and all of the things hereinafter set forth to the same extent as a natural person might or could do in the State of Florida or any part of the work as principals or agents, or otherwise, alone or in company with

others, without restrictions as to time, place or amount, namely:
To engage in the transaction of any and all lawful business
permitted under the laws of the United States and of the State of
Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of capital stock that the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares of common stock with a par value of One (\$1.00) Dollar per share.

ARTICLE V

TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9018 Mission Oaks Boulevard, Seminole, Florida 34646, and the name of the registered agent is LYNNE M. SPRENKEL.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles is:

LYNNE M. SPRENKEL 9018 Mission Oaks Boulevard Seminole, Florida 343646

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholders, their heirs, personal representatives or administrator, listed above, may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE X

INFORMAL ACTIONS OF DIRECTORS

If all of the directors, severally or collectively, consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XI

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by any member of the Board of Directors.

ARTICLE XII

AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this day of

Lynne M. Sprenkel
LYNNE M. SPRENKEL
INCORPORATOR

STATE OF FLORIDA)
COUNTY OF PINELLAS)

EFFORE ME, the undersigned authority, personally appeared LYNNE M. SPRENKEL, who is personally known to me or who has produced a Florida Driver's License as identification, and who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that she executed the instrument for the purpose herein expressed.

SWORN TO AND SUBSCRIBED before me this 4th day of , 1996, in the County and State last aforesaid.

Notary Public/State of Florida

OFFICIAL NOTARY SEAL
GILBERT J ROOTH
COMMISSION NUMBER
CC300409
MY COMMISSION EXPIRES
SEPT 24,1998

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida. o

The name of the corporation is 1.

L AND M TREASURES, INC.

The name and address of the registered agent and officerist 2.

> LYNNE M. SPRENKEL 9018 Mission Oaks Boulevard Seminole, Florida 34646

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Lynne M. Sprenkel

Lynne M. Sprenkel

Date 4 1996