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MARY A. ROBISON
CLAY B. TOUSEY, JR.

PLEASE REPLY TO:
JACKSONVILLE OFFICE

SUITE 150 A
4 SAWGRASS VILLAGE
PONTE VEDRA BEACH, FLORIDA 32082
(904) 285-2001

P96000059700

July 10, 1996

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****122.50 ****122.50

Division of Corporations
Corporate Records Bureau
Department of State
P. O. Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE
7-10-96

Re: Articles of Incorporation of Harry's Curb Mart, Inc.

Dear Sir/Madam:

Enclosed are the following items:

1. The original and one copy of the Articles of Incorporation of Harry's Curb Mart, Inc.

2. The original and one copy of Registered Agent's Certificate.

3. A check made payable to the Department of State in the amount of $122.50 in payment of the filing fee required for the Articles and the fee required for providing a certified copy thereof.

Please file the Articles of Incorporation and certify the enclosed copy of the Articles and return them to me. Thank you for your assistance.

Sincerely,

Deborah A. Ferguson

Deborah A. Ferguson, CLA
Certified Legal Assistant

FILED
96 JUL 15 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

64397/Enclosures

cc: Mr. and Mrs. Harry H. Waldron (w/encl.)

D. BROWN JUL 1 7 1996

EFFECTIVE DATE 7-10-96

96 JUL 15 AM 11:29 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HARRY'S CURB MART, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is HARRY'S CURB MART, INC.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 204 State Road 16, St. Augustine, Florida 32095. The mailing address of the corporation is 204 State Road 16, St. Augustine, Florida 32095.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of $.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Clay B. Tousey, Jr.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

Clay B. Tousey, Jr.
1 Independent Drive, Suite 2600
Jacksonville, Florida 32202

ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial board of directors until the first annual meeting of the shareholders, are as follows:

Harry H. Waldron	118 Colon Avenue St. Augustine, FL 32095
Gwendolyn A. Waldron	118 Colon Avenue St. Augustine, FL 32095

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: [illegible]ATION

This corporation shall exist [illegible]petually. Corporate existence shall commence on the date [illegible]e Articles are executed and acknowledged, except that if th[illegible] are not filed by the Department of State of the State of Flor[illegible]a within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 10 day of July, 1996.

Clay B. Tousey, Jr.

d/64380

FILED
95 JUL 15 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That HARRY'S CURB MART, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida, has named Clay B. Tousey, Jr., located at 1 Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Clay B. Tousey, Jr.
(Resident Agent)

d/64380