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ROSE AND WELLER
ATTORNEYS AT LAW
P.O. BOX 321255
101 N. ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32932-1255

WALTER T. ROSE, JR., P.A.
WILLIAM E. WELLER

TELEPHONE (407) 784-0147
FAX (407) 784-4304

FILED
JUL 25 11 8:32
CLERK OF DISTRICT COURT
JUL 25 1996

July 26, 1996

Corporate Records Bureau
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL. 32301

EFFECTIVE DATE
7-23-96

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-07/26/96--01065--001
****122.50 ****122.50

Re: B'S FLEA, INC.

Dear Sir:

You will find enclosed original and one copy of Articles of Incorporation of B'S Flea, Inc., together with our firm's check of \$122.50 representing the following filing fees:

Filing Articles	\$35.00
Certified copy	52.50
Resident Agent Fee	35.00
	<u>\$122.50</u>

After filing, please return the certified copy of the Articles to this office. Thank you for your cooperation and assistance in this matter.

Very truly yours,


William E. Weller

WEW/bvc
Enclosure
cc: Bernice Dermer, President

AL JUL 29 1996

**ARTICLES OF INCORPORATION
OF**

B'S FLEA, INC.

EFFECTIVE DATE
7-23-96

ARTICLE I. NAME

The name of this corporation is B'S FLEA, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually commencing as of the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of conducting any lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$5.00 par value stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office of this corporation is 495 Diana Blvd., Merritt Island, Florida 32953 and the name of the initial registered agents of this corporation at that address is NORMAN DERMER.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than two (2). The name and address of the director of this corporation is: BERNICE DERMER and NORMAN DERMER, 495 Diana Blvd., Merritt Island, Florida 32953.

ARTICLE VIII. INCORPORATOR

The name and address of the persons signing these Articles is: BERNICE DERMER and NORMAN DERMER, 495 Diana Blvd., Merritt Island, Florida 32953.

ARTICLE IX. BYLAWS

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

ARTICLE X. CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.


If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XIV. AMENDMENT

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 incorporators have executed these Articles of Incorporation, on this 23rd day of July, 1996.


BERNICE DERMER


NORMAN DERMER

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Bernice Dermer and Norman Dermer personally known to me and who took an oath, and he acknowledged before me that he executed these Articles of

Incorporation.

IN WITNESS WHEREOF, I have herunto set my hand and seal in the
County and State last aforesaid this 22nd day of July, 1996.

Deanne L. Borgen
Notary Public
My Commission Expires:



DEANNE L. BORDEN
MY COMMISSION # CC389457 EXPIRES
May 18, 1998
BONDED THRU TROY FARM INSURANCE, INC.

FILED

96 JUL 26 AM 8:32

CLERK OF THE COURT
JANUARY 1, 1901
TALLAHASSEE, FLORIDA

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

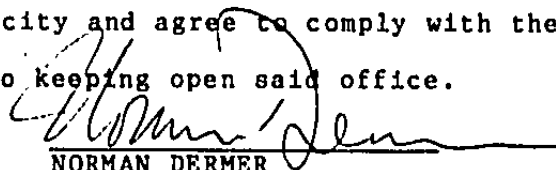
In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That B'S FLEA, INC., desiring to organize under the laws of the State of Florida with its principal office located at 495 Diana Blvd., Merritt Island, Florida 32953, has named

NORMAN BERNER, whose address is 495 Diana Blvd., Merritt Island, Florida 32953, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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


NORMAN BERNER