

196000018525

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No.: _____

State Fee \$ _____ Our \$ _____

EFFECTIVE DATE
 SEP 18 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	9/20		
TIME			
BY			

WALK-IN
 Will Pick Up

TRB
 9/23

RE: S. Cine Enterprises, Inc.

C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	
<input type="checkbox"/> Attn. of Inc. File	
<input type="checkbox"/> Corp. Record Search	
<input type="checkbox"/> Ltd. Partnership File	
<input type="checkbox"/> Foreign Corp. File	
<input checked="" type="checkbox"/> () Cert. Copy(e)	
<input type="checkbox"/> Attn. of Amend. File	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> C U B.	
<input type="checkbox"/> Distillous Name File	
 	10088919524331
<input type="checkbox"/> Name Reservation	08/20/96 01064-010
<input type="checkbox"/> Annual Report/Reinstatement	XXXXX122.50 XXXXX122.50
<input type="checkbox"/> Reg. Agent Service	
<input type="checkbox"/> Document Filing	
<input type="checkbox"/> Corporate Kit	
<input type="checkbox"/> Vehicle Search	
<input type="checkbox"/> Driving Record	
<input type="checkbox"/> Document Retrieval	
<input type="checkbox"/> UCC 1 or 3 File	8
<input type="checkbox"/> UCC 11 Search	8
<input type="checkbox"/> UCC 11 Retrieval	8
<input type="checkbox"/> File No.'s, Copies	8
<input type="checkbox"/> Courier Service	8
<input type="checkbox"/> Shipping/Handling	8
<input type="checkbox"/> Phone ()	8
<input type="checkbox"/> Top Priority	8
<input type="checkbox"/> Express Mail Prep.	8
<input type="checkbox"/> FAX () pgs.	8
SUBTOTALS	
FEES	66
DISBURSED	66
SURCHARGE	0
TAX on corporate supplies	0
SUBTOTAL	66
PREPAID	0
BALANCE DUE	66
DISBURSED	66
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**ARTICLES OF INCORPORATION
OF
S. CLINE ENTERPRISES, INC.**

EFFECTIVE DATE
SEP 1 A 1996

96 SEP 20 AM 7:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
FILED

I, the undersigned hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida, providing for the formation, rights, Privileges, immunities and liabilities of Corporations for Profit.

ARTICLE I - NAME

The name of the corporation shall be **S. CLINE ENTERPRISES, INCORPORATED.**

ARTICLE II DURATION

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

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which should be designated "Common Stock".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$1,000.00 (one thousand dollars).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3120 Florida Avenue South, Lakeland, Polk County, Florida, 33804, and the mailing address is the same.

The name of the initial registered agent of this Corporation is William C. Hamm, Jr., 170 East Haines Blvd., Lake Alfred, Polk County, Florida 33850.

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII - BOARD OF DIRECTORS

The name and street address of the initial officers and members of the first Board of Directors are as follows:

Steven A. Cline

247 Leelon Road
Lakeland, FL 33809

ARTICLE IX - INCORPORATORS

The name and address of the initial subscriber signing these Articles is as follows:

Steven A. Cline

247 Leeton Road
Lakeland, FL, 33809

ARTICLE X - BYLAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amount set opposite his or her name:

Steven A. Cline 100 Shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this 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 shareholders of this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

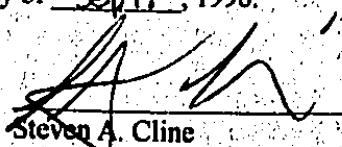
ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code, or its amendments.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 18th day of Sept., 1996.

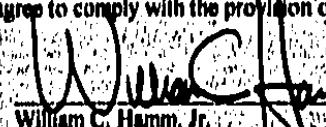


Steven A. Cline

Pursuant to Florida Statutes section 48.091, S. CLINE ENTERPRISES, INC., DESIRING TO
ORGANIZE UNDER THE LAWS OF THIS State of Florida with its principal office as indicated in the
Articles of Incorporation at 3120 Florida avenue South, Lakeland, Polk County, Florida, has named William
C. Hamm, Jr., as its agent to accept service of process within this State, whose address is 170 East Maines
Blvd., Lake Alfred, Polk County, Florida 33850.

ACKNOWLEDGMENT:

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


William C. Hamm, Jr.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 20 AM 7:40

FILED