

William H. McDonald III

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December 19, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of GOOD SHEPHERD DISCOUNT CLOTHING, INC.


Dear Madam or Sir:

Please find enclosed the following:

1. The Articles of Incorporation of GOOD SHEPHERD DISCOUNT CLOTHING, INC., together with the Certification and Acknowledgment of Registered Agent.
2. A check in the amount of \$122.50, payable to the Secretary of State for payment of the filing fee.
3. A self-addressed return stamped envelope.

Your prompt attention to this matter will be greatly appreciated.

Sincerely yours,


William H. McDonald, III

WHM:rab

Enclosures

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****122.50 ****122.50

B. REGISTER DEC 30 1996

**ARTICLES OF INCORPORATION OF
GOOD SHEPHERD DISCOUNT CLOTHING, INC.
a Florida Corporation**

The undersigned, acting as incorporator of a Florida corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is GOOD SHEPHERD DISCOUNT CLOTHING, INC.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of transacting and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of all one class on One Dollar (\$1.00) par value common stock.

ARTICLE V. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 5156 S.E. 20th Street, Ocala, Florida 34471, and the mailing address of the corporation is Post Office Box 1003, Silver Springs, Florida 34489.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5156 S.E. 20th Street, Ocala, Florida 34471, and the name of the initial registered agent of the corporation at that address is KENNETH R. ANGER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by the directors, and it shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than two (2). The names and addresses of the initial directors of the corporation are:

RONALD D. STYLES
520 N.E. 52nd Court
Ocala, Florida 34471

EDWARD L. GARCIA
5090 S.E. Fort King Street
Ocala, Florida 34471

ARTICLE VIII. PREEMPTIVE RIGHTS

The shareholders shall have preemptive rights.

ARTICLE IX. INITIAL OFFICERS

The corporation shall have two (2) officers initially. The number may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than two (2). The names and addresses of the initial officers are:

RONALD D. STYLES	:	President/Vice-President
EDWARD L. GARCIA	:	Secretary/Treasurer

ARTICLE X. REMOVAL OF DIRECTORS

The shareholders of the corporation shall be entitled to remove any director from office during his term without cause.

ARTICLE XI. INCORPORATOR

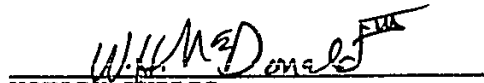
The name and address of the person signing these Articles is:
RONALD D. STYLES, 520 N.E. 52nd Court, Ocala, Florida 34471.

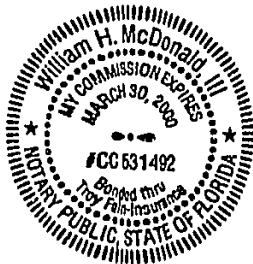
IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this 19th day of December, 1996 at 9:25 a.m.


RONALD D. STYLES
Incorporator

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 19th day of December, 1996, by RONALD D. STYLES of GOOD SHEPHERD DISCOUNT CLOTHING, INC., a Florida corporation, on behalf of the corporation. He is personally known to me, and did take an oath that the information above is true and accurate to the best of his knowledge and belief.


NOTARY PUBLIC
William H. McDonald, III
Commission Expires: 03-30-00
Commission No.: CC189135



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That GOOD SHEPHERD DISCOUNT CLOTHING, INC., desiring to be organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at Ocala, Marion County, Florida, has named KENNETH R. ANGER, whose address is: 5156 S.E. 20th Street, Ocala, Florida 34471, 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 provision of said Act, relative to keeping open said office.


KENNETH R. ANGER
Registered Agent