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Schaefer, Wirth & Wirth

Attorneys and Counsellors at Law

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ST. PETERSBURG, FLORIDA 33707

JOHN SCHAEFER
JANET L. WIRTH
JUDY L. WIRTH

TALLAHASSEE, FLORIDA
TELEPHONE
(813) 345-4007

January 3, 1997

* Admitted in New York

FACSIMILE
(813) 345-3942

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/07/97--01116--001
****122.50 ****122.50

Re: SUNCOAST PENNYSAYER, INC.

Dear Filing Section Examiner:

Please be advised that the undersigned represents the interests of **Robert E. Rasmussen**, the sole Incorporator of the above-described corporation proposed to be formed pursuant to the requirements contained in **Chapter 607, Florida Statutes (1995)**.

As such, pursuant to **Section 607.0125, Florida Statutes (1995)**, please find enclosed the following described items, to-wit:

1. An original "Articles of Incorporation of Suncoast Pennysaver, Inc."; and, duly executed on even date by the Incorporator described above.
2. One (1) copy of the Articles described in paragraph 1, above.
3. My firm's check made payable to the Florida Department of State in the amount of **\$122.50**; and, representing the following described fees in this matter, to-wit:

a. Articles of Incorporation:	\$ 35.00
b. Designation of and Acceptance by Registered Agent:	35.00
c. Certified Copy of Articles:	<u>52.50</u>
Total:	<u>\$122.50</u>

If you would be so kind, upon your review of all of the foregoing for compliance with the applicable requirements of **Section 607.0120, Florida Statutes (1995)**, please kindly file the Articles described in paragraph 1, above.

BH
1/10/97

Page 2
Florida Department of State
Division of Corporations
Re: SUNCOAST PENNYSAYER, INC.
January 3, 1997

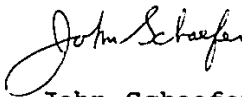
Then, upon such filing, please kindly issue and deliver to the undersigned a certified copy of the Articles described in paragraph 2, above.

If you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly, as follows, to-wit:

JOHN SCHAEFER, ESQ.
Schaefer, Wirth & Wirth
1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707
Tel: (813) 345-4007
Fax: (813) 345-3942

As always, I thank your office for its kind consideration.

Very truly yours,



John Schaefer

JS/ast
Encs.

AIRBORNE EXPRESS: OVERNIGHT MAIL

xc: Robert E. Rasmussen, Incorporator
Suncoast Pennysaver, Inc.

FILED
97 JAN -6 PM 12:26
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
SUNCOAST PENNYSAYER, INC.

97 JAN -6 PM 12: 26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, for the purpose of forming a corporation pursuant to the requirements contained in Chapter 607, Florida Statutes (1995), the "Florida Business Corporation Act", does hereby act as the sole Incorporator in adopting, and delivering to the Florida Department of State for filing, the following described "Articles of Incorporation"; and, hereinafter referred to as the "Articles".

**ARTICLE I
CORPORATE NAME**

The name of the corporation is **SUNCOAST PENNYSAYER, INC.**; and, hereinafter referred to as the "Corporation".

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation is:

7867 Sailboat Key Boulevard South
Unit 101
St. Petersburg, Florida 33707

The mailing address of the Corporation is:

c/o JOHN SCHAEFER, ESQ.
Schaefer, Wirth & Wirth
1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares that the Corporation is

authorized to issue is ten thousand (10,000); and, hereinafter referred to as the "Common Shares". All Common Shares shall be identical with each other in any and all respects and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Each Common Share shall have a par value of \$1.00.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is:

1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707

The name of the initial registered agent for the Corporation at this address is:

JOHN SCHAEFER, ESQ.

**ARTICLE V
INDEMNIFICATION**


The Corporation shall indemnify its directors, officers, employees, and agents, to the fullest extent permitted by law.

**ARTICLE VI
INCORPORATOR**

The name and street address of the sole Incorporator of this Corporation is:

ROBERT E. RASMUSSEN
7867 Sailboat Key Boulevard South
Unit 101
St. Petersburg, Florida 33707

IN WITNESS WHEREOF, the undersigned, ROBERT E. RASMUSSEN, has executed these Articles on this 3rd day of January, 1997.


ROBERT E. RASMUSSEN
Incorporator

ACCEPTANCE OF APPOINTMENT BY INITIAL REGISTERED AGENT

The undersigned, JOHN SCHAEFER, ESQ., having been appointed in ARTICLE IV of these Articles as the initial registered agent for the Corporation in order to thereby accept service of process therefor at the initial registered office so designated therein, hereby accepts this appointment, agrees to act in such capacity, and acknowledges that he is familiar with, and accepts, the obligations of said position as more fully described in Section 607.0501(3), Florida Statutes (1995).

ACCEPTED this 3rd day of January, 1997.


JOHN SCHAEFER, ESQ.
Initial Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA