

8970000/2934
CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS
CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR. §
WILLIAM L. ROBY §
M. LEVERING EVANS
R. MICHAEL CRARY
LEIGH A. WILLIAMS

REPLY TO:
STUART

STEVEN D. BRES *
JOSEPH NEGRON, JR.
JEFFREY F. THOMAS -
CHARLES K. WILLOUGHBY

* BOARD CERTIFIED IN WILLS,
TRUSTS & ESTATES LAW
** BOARD CERTIFIED IN
FAMILY & MARITAL LAW
† BOARD CERTIFIED
CIVIL TRIAL LAWYER
§ BOARD CERTIFIED IN
HEALTH LAW
◇ BOARD CERTIFIED IN
BUSINESS LITIGATION

January 15, 1997

RECEIVED
1/13/97

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

900002065809--3
-01/23/97--01036--004
****122.50 ****122.50

RE: Treasure Coast Sales, Inc.
File No. 14810.0

900002065809--3
-01/23/97--01036--004
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of corporate Charter for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 covering the following:

Filing Fee	\$ 35.00
Resident Agent	\$ 35.00
Certified Copy	\$ 52.50

Total: \$122.50

97-2140

After this corporation has been approved and filed by your office, we will appreciate it is you will forward to us a certified copy of the Charter. The Certificate of Registered Agent is also enclosed.

Thank you in advance for your consideration in this matter.

Sincerely,

Leigh A. Williams
Leigh A. Williams

LAW
Enclosures

FILED
97 JUN 20 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 29, 1997

LEIGH A. WILLIAMS
555 COLORADO AVE.
STUART, FL 34994

SUBJECT: TREASURE COAST SALES, INC.
Ref. Number: W97O00002140

We have received your document for TREASURE COAST SALES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Bylaws are not filed with this office. Please retain them for your records.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 497A00004551

ARTICLES OF INCORPORATION
OF

TREASURE COAST SALES, INC.

EFFECTIVE DATE
11/3/97

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is TREASURE COAST SALES, INC.

ARTICLE II

The existence of the corporation shall begin on January 13, 1997.

ARTICLE III

The street address of the principal office of the Corporation is 749 SE Evans Avenue, Port St. Lucie, Florida 34984.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is five hundred (500), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 749 SE Evans Avenue, Port St. Lucie, Florida 34984. The initial registered agent for the Corporation at that address is Genie Stracuzzi, 749 SE Evans Avenue, Port St. Lucie, Florida 34984.

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97 JAN 20 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The initial board of directors shall consist of one (1) member. The name and address of the person who will serve on the initial board of directors are:

Name	Address
Genie Stracuzzi	749 SE Evans Avenue Port St. Lucie, Florida 34984

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Genie Stracuzzi	749 SE Evans Avenue Port St. Lucie, Florida 34984

ARTICLE VIII

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of January, 1997.

Genie Stracuzzi
GENIE STRACUZZI

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TREASURE COAST SALES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Genie Stracuzzi
GENIE STRACUZZI

Date: Jan 16, 1997

UNANIMOUS WRITTEN CONSENT
IN LIEU OF THE
FIRST MEETING OF THE BOARD OF DIRECTORS
OF
TREASURE COAST SALES, INC.

The undersigned, being all of the directors of TREASURE COAST SALES, INC., a Florida corporation (the "Corporation"), hereby consent, pursuant to s. 607.0205(2) of the Florida Business Corporation Act, to the adoption of the following resolutions in lieu of an organizational meeting of the Board of Directors of the Corporation:

RESOLVED, that the form of bylaws attached to this consent are adopted as and for the bylaws of the Corporation and shall be filed in the minute book of the Corporation as the bylaws of the Corporation; and

RESOLVED, that all actions taken previously by the incorporator of the Corporation are ratified, confirmed, and approved; and

RESOLVED, that the form of corporate seal, an impression of which is affixed in the margin alongside this resolution, is adopted as the corporate seal of the Corporation; and

RESOLVED, that the fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year; and

RESOLVED, that each of the following persons is elected to the office of the Corporation opposite his or her respective name, to serve until the next annual meeting of the Board of Directors of the Corporation and thereafter until his or her successor is duly elected and qualified or until his or her earlier resignation or removal:

NAME	OFFICE
Genie Stracuzzi	President
Anthony Stracuzzi	Vice President
Genie Stracuzzi	Secretary
Genie Stracuzzi	Treasurer

and

RESOLVED, that the form of certificate for fully paid and nonassessable shares of common stock of the Corporation ("Common Stock"), a specimen of which is to be filed in the minute book of the Corporation with this Consent, is hereby approved and adopted; and

WHEREAS, GENIE STRACUZZI has offered to subscribe for and purchase five hundred (500) shares of Common Stock and in consideration thereof to pay to the Corporation the sum of \$1.00 per share, for an aggregate sum of \$500.00; and

WHEREAS, this board of directors determines that this consideration is adequate;

NOW, THEREFORE, BE IT

RESOLVED, that the offer by GENIE STRACUZZI is accepted and that payment in full has been made by GENIE STRACUZZI, the appropriate officers of the Corporation are authorized, empowered, and directed to execute, issue, and deliver, in the name and on behalf of the Corporation, a certificate representing five hundred (500) shares of Common Stock to said GENIE STRACUZZI; and further

RESOLVED, that on issuance of the certificate, the shares of Common Stock represented by it shall be validly issued, fully paid, and nonassessable.

RESOLVED, that the Secretary of the Corporation is authorized, empowered, and directed to procure all corporate books, stock ledgers, and books of account required by law or appropriate in connection with the business of the Corporation; and

RESOLVED, that the Treasurer is authorized, empowered, and directed to pay all fees and expenses incident to and arising out of the organization of the Corporation and to reimburse any person who has made disbursements therefor; and further

RESOLVED, that the proper officers of the Corporation are authorized, empowered, and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents, and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents, and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent on the 16th day of January, 1997.

Genie Stracuzzi
GENIE STRACUZZI, Director

FILED
97 JAN 20 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA