

MICHAEL MAGRUDER
ATTORNEY AT LAW
Waterfront Square
220 East Monument Avenue • Suite C
Kissimmee, Florida 34741
(407) 870-8900 • Fax: (407) 870-9899

pg 7000/4968

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

400002055864--5
-01/13/97--01075--007
*****70.00 *****70.00

Re: T & S SALES, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. A check in the amount of \$70.00 was mailed previously.

Please forward a copy in the enclosed, self-addressed, stamped envelope provided herein.

Very truly yours,



C. Michael Magruder

FILED
FEB 14 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CMM/cak
Enclosures

1/17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

MICHAEL MAGRUDER, ESQ.
220 EAST MONUMENT AVENUE
SUITE C
KISSIMMEE, FL 34741

SUBJECT: T & S SALES, INC.
Ref. Number: W97000001270

We have received your document for T & S SALES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 797A00002540

ARTICLES OF INCORPORATION
OF
THOMAS B. PRICE SALES COMPANY

FILED
97 FEB 14 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
Corporate Name

The name of the corporation is Thomas B. Price Sales Company

ARTICLE II
Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III
Purpose

This corporation is organized for the purpose of marketing, merchandising and distributing retail items, gifts, commodities to the general public and to retailers, and for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The corporation is authorized to issue 10,000 shares of capital stock with no par value, which shall be designated "Common Shares".

ARTICLE V
Initial Registered Office and Agent

The principal office, and the mailing address of the corporation is:

1211 E. Landstreet Road, Orlando, Florida 32824

The name and street address of the initial registered agent of this corporation is:

C. Michael Magruder, Esquire, 220 E. Monument Avenue, Suite C,
Kissimmee, Florida 34741

**ARTICLE VI:
Initial Board of Directors**

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time-to-time by the by-laws, but shall never be less than one. The names and addresses of the initial directors are as follows:

Thomas B. Price, 1590 Armone Street, Orlando, Florida 32825

**ARTICLE VII
Incorporators**

The name and addresses of the incorporator signing these Articles of Incorporation are as follows:

C. Michael Magruder, Esquire, 220 E. Monument Avenue, Suite C, Kissimmee,
Florida 34741

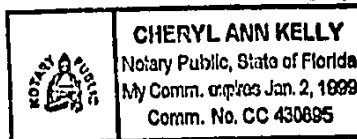
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 10 day of February, 1997.


C. MICHAEL MAGRUDER

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 11th day of February 1997, by C. MICHAEL MAGRUDER, who is personally known to me or/ who has produced _____ as identification and who did/did not take an oath.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate of Registered Agent of THOMAS PRICE SALES COMPANY pursuant to Florida Statutes, sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 220 E. Monument Avenue, Suite C, Kissimmee, Florida 34741 has named C. Michael Magruder, located at the aforesaid address as its registered agent to accept service of process within this state. Under that acknowledgment having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.


C. MICHAEL MAGRUDER

FILED
97 FEB 14 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA