

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 \$ _____

FILED

97 MAR 27 AM 7:51

727 1000 1000
TALLAHASSEE
FLORIDA

W97-7017

AL MAR 27 1997

AL MAR 27 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAP _____

WALK-IN Will Pick Up 3/26/97 1100

RE: Smokehouse Gang, Inc.

| | C.C. FEE. | DISBURSED |
|--|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™ | | |
| <input type="checkbox"/> Art. 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"/> (Form) Copy(s) | | |
| <input type="checkbox"/> Art. of Amend. File | | |
| <input type="checkbox"/> Dissolution/Withdrawal | | |
| <input type="checkbox"/> C U S- | | |
| <input type="checkbox"/> Fictitious Name File | | |
| <input type="checkbox"/> Name Reservation | | |
| <input type="checkbox"/> Annual Report/Reinstatement | | |
| <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 | | |
| <input type="checkbox"/> UCC 11 Search | | |
| <input type="checkbox"/> UCC 11 Retrieval | | |
| <input type="checkbox"/> File No.'s, _____ Copies | | |
| <input type="checkbox"/> Courier Service | | |
| <input type="checkbox"/> Shipping/Handling | | |
| <input type="checkbox"/> Phone () _____ | | |
| <input type="checkbox"/> Top Priority | | |
| <input type="checkbox"/> Express Mail Prep. | | |
| <input type="checkbox"/> FAX () _____ pgs. | | |

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: SMOKEHOUSE GANG, INC.
Ref. Number: W97000007017

Corrected

We have received your document for SMOKEHOUSE GANG, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

A post office box is not an acceptable address for the registered agent.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 397A00015320

RECEIVED
97 MAR 26 PM 2:39
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1996

HENRY F. LEE, III ESQ.
THE LAW OFFICE OF LEE & ROUSSEAU, P.C.
P.O. BOX 129
GENEVA, AL 36340

The name SMOKEHOUSE GANG, INC. has been reserved for 120 days beginning December 19, 1996. The reservation number is R96000005999 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Emily Prine

Letter number: 896A00056650

ARTICLES OF INCORPORATION
OF
SMOKEHOUSE GANG, INC.
A FLORIDA CORPORATION

FILED
97 MAR 27 AM 7:51
CLERK OF THE
COURT
FLORIDA

The undersigned, in order to form a corporation under and pursuant to the Laws of the State of Florida, hereby adopt the following Articles of Incorporation:

1. **NAME:** The name of the corporation is:

SMOKEHOUSE GANG, INC.

2. **PERIOD OF DURATION:** The period for the duration of the corporation shall be perpetual.

3. **PURPOSES:** The purpose for which this corporation is organized is the ownership and operation of a water system, a sewer system, a docking facility and development of other additional real estate and businesses for which corporations may be incorporated under the Florida Business Corporation Act.

4. **AUTHORIZED SHARES:** The aggregate number of shares of stock which the corporation shall have the authority to issue shall be Five Thousand (5000) shares of stock of the par value of Ten (\$10.00) Dollars per share.

5. **RESTRICTIONS ON TRANSFER OF STOCK:** All issued shares of stock of this corporation shall be subject to the following restriction on transfer; and all such shares shall refer to the provisions of this section, acknowledging that their transfer is restricted:

- (a) For purposes of this Paragraph 5:

(i) A shareholder desiring to sell or otherwise transfer, give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offeror";

(ii) A shareholder or non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree"; and

(iii) The shareholders, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the "optionee(s)".

(b) Any shareholder in this corporation may, sell, or otherwise transfer, his or her stock herein, in whole or in part, to other shareholder of this corporation, in proportionate shares equal to their existing interests in the corporation, or to the corporation itself.

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree the following procedure shall be followed:

(i) The offeror shall furnish and deliver to the corporation and to the optionee, at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated.

(ii) The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (i) hereinabove.

(iii) The corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionee(s), at each of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the corporation bears to the total percentage of all stock interest in the corporation held by all the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.

(iv) If the corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

(v) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph 5.

(vi) If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all of the terms, conditions, and restrictions of this Paragraph 5 of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchaser pursuant to said original offer shall terminate.

6. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address are:

The principal address and the registered office address are the same.

**REGISTERED OFFICE
AND REGISTERED AGENT
AT SUCH ADDRESS**

**MAILING ADDRESS OF
REGISTERED OFFICE**

Johnny Davis, Registered Agent

Herring Drive
Smokehouse Lake
Freeport, FL 32439

7. INITIAL BOARD OF DIRECTORS: The initial board of directors shall consist of three persons. The name and addresses of the persons who shall serve as directors until the first annual meeting of shareholders of the corporation, or, until the successors to such directors are elected and qualified are:

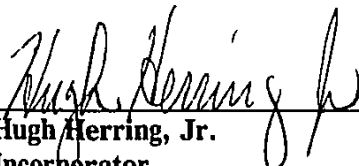
| NAME | ADDRESS |
|-------------------|---------------------------------------|
| Hugh Herring, Jr. | P.O. Box 123 Geneva, Alabama 36340 |
| Johnny Davis | P.O. Box 813 Freeport, FL 32439 |
| Joseph W. Sowell | Rt. 2, Box 236 Caryville, FL 32427 |

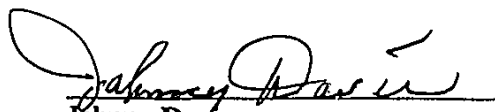
8. **INCORPORATORS:** The name and address of the incorporator is:

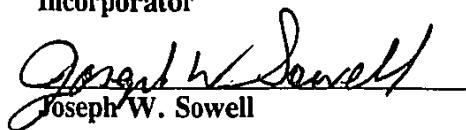
| NAME | ADDRESS |
|-------------------|---------------------------------------|
| Hugh Herring, Jr. | P.O. Box 123 Geneva, Alabama 36340 |
| Johnny Davis | P.O. Box 813 Freeport, FL 32439 |
| Joseph W. Sowell | Rt. 2, Box 236 Caryville, FL 32427 |

9. **INDEMNIFICATION:** The corporation shall indemnify any person who was, or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually or reasonably incurred by him in connection with such action, suit or proceeding to the full extent permitted by law, in such cases made and provided, upon such determination having been made as to his good faith and conduct as is required by said law in such cases made as provided. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board in accordance with the provisions of the law in such cases made and provided, upon receipt of the statement by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

EXECUTED ON THIS 21st day of January, 1997.


Hugh Herring, Jr.
Incorporator


Johnny Davis
Incorporator


Joseph W. Sowell
Incorporator

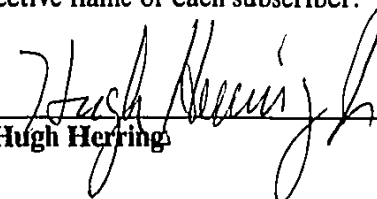
STATE OF ALABAMA

GENEVA COUNTY

BEFORE ME, the undersigned authority, personally appeared Hugh Herring, Jr., who being by me first duly sworn, deposes and says as follows: The following persons have subscribed to the following number of shares of stock of Smokehouse Gang, Inc., a proposed Florida corporation.

| NAME OF SUBSCRIBER | NO. OF SHARES | CONSIDERATION |
|--------------------|---------------|---------------|
| Hugh Herring, Jr. | 333 | \$3330.00 |
| Johnny Davis | 333 | \$3330.00 |
| Joseph W. Sowell | 333 | \$3330.00 |

I further certify that of the subscriptions as hereinabove set forth, each has been paid in full for such shares of stock as set opposite the respective name of each subscriber.


Hugh Herring

Sworn to and subscribed before me this 21st day of January, 1997.

Stephen A. Cheateen
Notary Public
My commission expires: 6/30/99

Having been named as resident registered agent and to accept service process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Johnny Davis
Johnny Davis

97 MAR 27 PM 7:51
NOTARY PUBLIC
STATE OF ALABAMA