

MARTIN ASSOCIATES INC.
1751 S.W. CLOVER DRIVE ARCADIA FL 34266

P97000029221

March 24, 1997

FILED
97 MAR 31 AM 11:59
TALLAHASSEE, FLORIDA

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

Dear Sir;

Please find enclosed signed articles of incorporation for
Town & Country Enterprises Inc. with the required filing fee. Please
return one copy of the filed articles to the registered agent at 1751
S.W. Clover Drive, Arcadia Fl. 34266

Thank you.



A.P. Martin M.B.A.

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**ARTICLES OF INCORPORATION
OF
TOWN & COUNTRY ENTERPRISES INC.**

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We the undersigned, hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under of provisions of Chapter 607 of the Statutes of The State of Florida.

ARTICLE I

The general nature of the business to be transacted by this Corporation shall be as follows:

a) To engage in any business or economic pursuit not prohibited by the laws of The State of Florida.

b) To hold, lease, rent or sell such business or businesses, and to do any and all things necessary and pertinent to said business.

c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

ARTICLE II

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III

The authorized capital stock of this Corporation shall consist of five hundred (500) shares at one (\$1) dollar PER SHARE.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of The United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

ARTICLE IV

The amount of capital with which this corporation shall begin business is not less than five hundred (\$500) dollars.

ARTICLE V

This Corporation is to have perpetual existence.

ARTICLE VI

The principal office of this Corporation shall be at:

1024 S. Hillsborough Ave. Arcadia, Florida, 34266

ARTICLE VII

The number of directors shall be two but the by-laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII

The names and Post Office addresses of the members of the First Board of Directors, the President, Vice-President Secretary and Treasurer are:

PRESIDENT Susan Blanthorn 1024 S. Hillsborough Ave. Arcadia
Fl. 34266

SECRETARY/TREASURER: Frederick A. Blanthorn 1024 S.
Hillsborough Ave. Arcadia, Fl. 34266

ARTICLE IX

The names and Post Office addresses of the subscribers to this Certificate of Incorporation are:

PRESIDENT Susan Blanthorn 1024 S. Hillsborough Ave. Arcadia
Fl. 34266

SECRETARY/TREASURER: Frederick A. Blanthorn 1024 S.
Hillsborough Ave. Arcadia, Fl. 34266

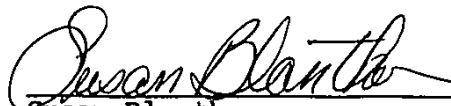
ARTICLE IX

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors are hereby adopted as part of this Certificate of Incorporation.

a) No contract or other transaction of the Corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the

Corporation is or are parties to or interested in such contract, act or transaction and each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

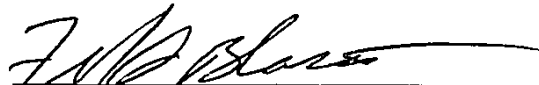
IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Desoto County, State of Florida, for the uses and purposes aforesaid.



Susan Blanthorn

President

FDL# B453-788-46-595-0



Frederick A. Blanthorn

Secretary/Treasurer

FDL# B453-241-42-389-0

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

Town & Country Enterprises Inc.

First, that Town & Country Enterprises Inc. organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the Town of Arcadia, County of DeSoto, State of Florida, has named A. P. Martin situated at 1751 S.W Clover Drive,. Town of Arcadia, County of Desoto, State of Florida, 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 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.


A. P. Martin M.B.A.

STATE OF FLORIDA)
COUNTY OF DESOTO)

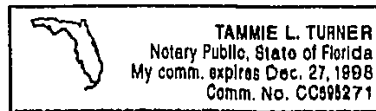
Before me, the undersigned authority, personally appeared Susan Blanthorn And Frederick A. Blanthorn, well known to be the persons described in and who subscribed the above and foregoing Certificate of Incorporation and they freely and voluntarily acknowledged before me that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and official seal in the County and State aforesaid, this 25th day of March, 1997.

My commission expires:

Tammie L. Turner

Notary Public



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