

P970000042715

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 MAY 14 AM 11:32
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

K.R. MAY 14 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/14/97		
TIME	9:39		CK No. _____
BY	CJB		

WALK-IN
Will Pick Up _____

RE: Winco of St. Augustine,
Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> (✓) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name		
Name Reservation	****122.50	****122.50
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()	pgs.	

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
DISCHARGE.....	\$
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

**ARTICLES OF INCORPORATION
OF
WINCO OF ST. AUGUSTINE, INC.**

FILED
97 MAY 14 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

I.

NAME

The name of the corporation is **WINCO OF ST. AUGUSTINE, INC.**

II.

DURATION

The duration of the corporation shall be perpetual.

III.

CORPORATE PURPOSE

The general purpose for which the corporation is organized is to broker container shipments, and any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

IV.

SHARES (STOCK)

A. The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class, and shall have a par value of One and No/100 (\$1.00) Dollar.

H.H.O.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

C. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation." In addition, no stock shall be issued or transferred to a nonresident alien.

V.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and for its mail is 6370 U.S. 1 North, St. Augustine, Florida 32095.

VI.

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 6370 U.S. 1 North, St. Augustine, Florida 32095, and the name of the initial registered agent at said address is Hendrick Henk Opgelder.

VII.

DIRECTORS

A. This corporation shall have at least one (1) but no more than three (3) directors. The number of directors shall be determined as provided by the corporate by-laws, and these directors shall be elected in accordance with the provisions of the

H. H. O.

corporate by-laws adopted by the stockholders, as amended from time to time in accordance with the procedures provided in the by-laws.

B. The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

Hendrick Henk Opgelder
4251 Palmetto Street
St. Augustine, Florida 32095

He shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until a successor or successors are elected and qualified.

VIII.

OFFICERS

The initial officers of the corporation shall be:

Hendrick Henk Opgelder
4251 Palmetto Street
St. Augustine, Florida 32095

President

Sjouk Opgelder
4251 Palmetto Street
St. Augustine, Florida 32095

Vice President/Secretary/
Treasurer

IX.

INFORMAL ACTION OF DIRECTORS AND/OR SHAREHOLDERS

If the directors or shareholders severally or collectively give their unanimous consent in writing to any action taken or to be taken by the corporation, and the writing(s) evidencing their consent(s) are filed with the secretary of the corporation, the

action shall be valid as though it had been authorized at a meeting of the Board of Directors or of the Shareholders.

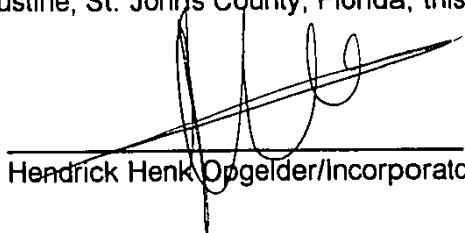
X.

INCORPORATORS

The name and address of the incorporator is as follows:

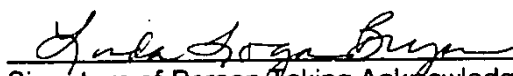
Hendrick Henk Opgelder
4251 Palmetto Street
St. Augustine, Florida 32095

Executed by the undersigned at St. Augustine, St. Johns County, Florida, this
12 day of May, 1997.


Hendrick Henk Opgelder/Incorporator

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 12th day of May 1997, by Hendrick Henk Opgelder, an Incorporator of Winco of St. Augustine, Inc., desiring to organize under the laws of the State of Florida. He is personally known to me or has produced N/A as identification. LLB


Signature of Person Taking Acknowledgment

Linda Logan Bryan
Name of Acknowledger (Printed, Typed or Stamped)

Notary Public

Serial Number:



LINDA LOGAN BRYAN
MY COMMISSION # 60460055 EXPIRES
JUNE 30, 1999
DONOR THRU TROY FARM INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **WINCO OF ST. AUGUSTINE, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of St Augustine, County of St. Johns, State of Florida, has named **HENDRICK HENK OPGELDER**, located at 6370 U.S. 1 North, St. Augustine, Florida 32095, 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.

Hendrick Henk Opgelder



FILED
97 MAY 14 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA