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ACCOUNT NO. : 072100000032  
REFERENCE : 398489 81505A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : May 20, 1997  
ORDER TIME : 12:20 PM  
ORDER NO. : 398489-005  
CUSTOMER NO: 81505A

CUSTOMER: Sam Reiber, Esq  
LINSKY & REIBER  
Suite 200  
601 East Twigg Street  
Tampa, FL 33602

200002185442--5  
-05/20/97--01079--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DOMESTIC FILING

NAME: SIMMONS BROTHERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
XX        CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

TALLAHASSEE, FLORIDA  
MAY 20 PM 3:01

RECEIVED  
97 MAR 20 PM 1:41

MAY 20 1997

**ARTICLES OF INCORPORATION**

*of*

**SIMMONS BROTHERS, INC.**

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FILED  
97 JULY 20 PM 3:01  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the corporation is:

SIMMONS BROTHERS, INC.

The principal address of the corporation shall be:

508 E. Shell Point Road

Ruskin, Florida 33570

**ARTICLE II**

**DURATION**

This corporation shall have a perpetual existence.

**ARTICLE III**

**PURPOSE**

This corporation is organized to:

To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 1200 shares of stock having a par value of \$1.00 per share. All shares of stock shall be designated as common shares. The stock may be issued in fractioned shares and may be in whole or in part canceled and reissued at any time in compliance with the By-laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property.

#### **ARTICLE V**

##### **DIVIDENDS**

The holders of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors either from the corporation's net earnings or from the surplus of the corporation's assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or shares of the common stock of the corporation.

#### **ARTICLE VI**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 601 East Twiggs Street, Tampa, Florida, and the name of the initial registered agent of this corporation at that address is Sam I. Reiber.

#### **ARTICLE VII**

##### **DIRECTORS**

The Board of Directors of the corporation shall consist of 3 members.

**ARTICLE VIII**  
**INCORPORATORS**

The name and post office address of the incorporator of the Articles of Incorporation is:

Sam I. Reiber, Esq.,  
601 E. Twiggs Street  
Suite 200  
Tampa, Florida 33602

**ARTICLE IX**  
**AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE X**  
**BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 15<sup>th</sup> day of May, 1997.

  
\_\_\_\_\_  
SAM I. REIBER

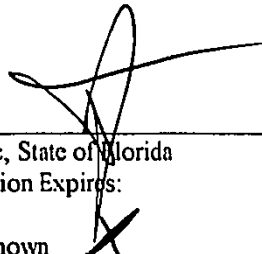
**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments, personally appeared, SAM I. REIBER, as incorporator and who executed the foregoing Articles of Incorporation this 15 day of May, 1997.

WITNESS MY HAND and official seal at Tampa, Hillsborough County, Florida this 15 day of May, 1997.



JOSEPH T. PELT, JR.  
COMMISSION # CC 501222  
EXPIRES OCT 11, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_  
Print name: \_\_\_\_\_  
Personally Known  \_\_\_\_\_  
Produced Identification \_\_\_\_\_  
Type of Identification DRIV. LIC.


**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE  
NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That SIMMONS BROTHERS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Tampa, the County of Hillsborough, State of Florida, has named Sam I. Reiber as its agent to accept service of process within the state.

Having been named to accept service of process for the above named corporation, at a place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of this act relative to keeping open said office.

REGISTERED OFFICE ADDRESS: 601 East Twiggs Street, Tampa, Florida

By:   
Sam I. Reiber  
Registered Agent

SEP 11 11  
97 MAY 20 PM 3:01  
TALLAHASSEE, FLORIDA