

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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 *****70.00 *****70.00

Archipelago Imports,
 Inc.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

FILED
 MAY 22 11 31 AM '97
 TALLAHASSEE
 FLORIDA
 SECRETARY OF STATE

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 MAY 22 11 31 AM '97
 TALLAHASSEE
 FLORIDA
 SECRETARY OF STATE

MAY 22 BSB

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
ARCHIPELAGO IMPORTS, INC.

FILED
97 MAY 22 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of the corporation is ARCHIPELAGO IMPORTS, INC.

ARTICLE TWO - DURATION

This corporation shall have perpetual existence.

ARTICLE THREE - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of one (\$1.00) dollar par value common stock.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 14110-H Perdido Key Drive, Perdido Key, FL 32507, and the mailing address is the same; and the name of the initial registered agent of this corporation is Donald A. Roark and his address is 201 E. Government Street, Pensacola, Florida 32501.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) director(s) 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 (1).

The name and address of the initial director(s) of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gin L. Arnold	14110-H Perdido Key Drive Perdido Key, FL 32507
Marcy J. Arnold	14110-H Perdido Key Drive Perdido Key, FL 32507
Betty A. Howard	1110 Hillcrest Road, Suite 2A Mobile, AL 36695

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles is Donald A. Roark.

ARTICLE NINE - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

ARTICLE TEN - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 21st day of May, 1997.


Donald A. Roark, Subscriber

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 21st day of May, 1997 by
DONALD A. ROARK, who is personally known to me or who has produced
_____ as identification and who did not take an oath.

HELEN P. HILL
Notary Public-State of Florida
My Commission Expires Jan. 11, 2001
CC 250974

Bonded thru Aetna Casualty & Surety Co.

Helen P. Hill
Printed name: _____
Notary Public - State of Florida
My commission expires: _____
Commission number: _____

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

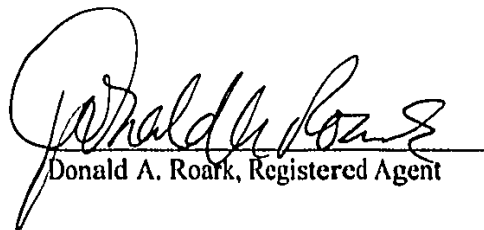
ARCHIPELAGO IMPORTS, INC.

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

First--that ARCHIPELAGO IMPORTS, 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 Perdido Key, County of Escambia, State of Florida has named Donald A. Roark located at 201 E. Government Street, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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.


Donald A. Roark, Registered Agent

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TALLAHASSEE, FLORIDA