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May 21, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

300002192169--8  
-05/27/97--01138--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of 3 AMIGOS PRO SHOPS, INC.

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation for filing with your office. A check in the amount of \$122.50 is enclosed for the filing fee.

Please return a copy of said articles to our office.

Thank you for your attention to this matter.

Sincerely,

*Stephen G. Sewell*

Stephen G. Sewell

SGS:js  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 11:52

6/5/97

EFFECTIVE DATE

5/21/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ST. JAMES CITY, FLORIDA

ARTICLES OF INCORPORATION  
OF  
3 AMIGOS PRO SHOPS, INC.

ARTICLE I. NAME

The name of this corporation is 3 AMIGOS PRO SHOPS, INC.

ARTICLE II. DURATION

This corporation shall begin its existence on the 21st day  
of May, 1997.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in  
any activity or business permitted under the laws of the United  
States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is  
authorized to have outstanding at any one time is:

SEVEN THOUSAND FIVE HUNDRED (7,500) Shares of  
Common Stock having a Nominal or Par Value of  
ONE DOLLAR (\$1.00) per share.

ARTICLE V. 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 pro rata share  
thereof (as nearly as may be done without issuance of fractional  
shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 04338 Emmaus Road, Fruitland Park, Florida 34731, and the name of the initial registered agent of this corporation is ROBERT B. CATHCART.

ARTICLE VII. PRINCIPAL OFFICE

The address of the principal office is 995 Alvarez Avenue, Lady Lake, Florida 32159. The preferred mailing address is same.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors, 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(s) and address(es) of the initial director(s) of this corporation is(are) :

<u>NAME</u>	<u>ADDRESS</u>
ROBERT B. CATHCART	04338 Emmaus Road Fruitland Park, Florida 34731
MICHAEL H. CHRISTY	916 Cajon Court Lady Lake, Florida 32158
RUSSELL A. HOUSMAN, JR.	2909 S.W. 137 Lane Ocala, Florida 34473

ARTICLE IX. INCORPORATOR

The name and address of the person(s) signing these Articles of Incorporation is(are) :

<u>NAME</u>	<u>ADDRESS</u>
ROBERT B. CATHCART	04338 Emmaus Road Fruitland Park, Florida 34731

ARTICLE X. INDEMNIFICATION

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

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 21st day of

May, 1997.

  
ROBERT B. CATHCART, Subscriber

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AND BUSINESSES

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **3 AMIGOS PRO SHOPS, INC.**
2. The name and address of the registered agent and office is:

**ROBERT B. CATHCART**  
**04338 Emmaus Road**  
**Fruitland Park, FL 34731**

SIGNATURE

Robert B. Cathcart  
(Corporate Officer)

TITLE President

DATE May 21, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Robert B. Cathcart

DATE May 21, 1997