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MIDDLETON, PRUGH & ANDERSON, P.A.

303 State Road 26
Melrose, Florida 32666
352-475-1611
352-475-5968 (Fax)

ATTORNEYS AT LAW

JOHN D. MIDDLETON
R. MITCHELL PRUGH
CHERYL L. ANDERSON

May 23, 1997

Secretary of State
Division of Corporation
Fictitious Name Registration
P.O. Box 6327
Tallahassee, FL 32314

Re: Fictitious Name Registration

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation and Designation of Registered Agent. A check in the amount of \$70.00 is enclosed for the filing fee.

If you should have any questions, please call. Thank you for your assistance in this matter.

Sincerely,

Mitca J. Smith

MITCA J. SMITH
Paralegal

Enclosures

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-05/23/97--01060--008
*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 23 1997

16/12/97

ARTICLES OF INCORPORATION
OF
JIM THRIFT, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
97

Article I

Name. The name of this Corporation is JIM THRIFT, INC., and the principal office address of the corporation is Rt. 2, Box 2798, Melrose, Florida 32666.

Article II

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 303 State Road 26, Melrose, Putnam County, Florida, 32666 and the name of the initial registered agent of this Corporation is JOHN D. MIDDLETON.

Article III

Capital Stock. This Corporation is authorized to issue 25 shares of One Dollar (\$1.00) par value common stock. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article IV

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of the filing of these articles.

Article V

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida Business Corporation Act.

Article VI

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


Article VII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is JAMES B. THRIFT, Rt 2, Box 2798, Melrose, FL 32666.

Article VIII

Incorporator. The name and address of the person signing these Articles is JAMES B. THRIFT, Rt. 2, Box 2798, Melrose, Florida, Alachua County, 32666.

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



JAMES B. THRIFT
Incorporator

STATE OF FLORIDA
COUNTY OF PUTNAM

Before me, personally appeared JAMES B. THRIFT, who being first duly sworn by me deposes and says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this ____ day of May, 1997.

Notary Public

My Commission Expires:

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

In pursuance of Chapters 48.091, 607.0501, Florida Statutes, the following is submitted, in compliance with said Acts:

First -- that **JIM THRIFT, 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 Gainesville, County of Alachua, State of Florida, has named **JOHN D. MIDDLETON, Esquire, MIDDLETON, PRUGH & ANDERSON, P.A.**, 303 State Road 26, Melrose, Putnam County, 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 the place designated in this certificate, I hereby state I am familiar with the obligations of registered agent, I accept to act in this capacity, and I agree to comply with provisions of said Act relative to keeping open said office.



JOHN D. MIDDLETON, ESQUIRE

RECEIVED
JAN 10 1968
CLERK OF COURT
JAN 10 1968