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TO: DIVISION OF CORPORATIONS

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FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: P & P INVESTMENTS, INC.

AUDIT NUMBER..... H97000010234

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS.... 6

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f.,

ARTICLES OF INCORPORATION

SECRETARY OF STATE TALLAHASSEE. FLORIDA

of

# P & P INVESTMENTS. INC.

The undersigned, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

#### ARTICLE I - NAME

The name of this corporation is P & P INVESTMENTS, INC.

#### ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

# ARTICLE III - CAPITAL STOCK

This comporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ELKINS & FREEDMAN:
2101 West Commercial Blvd.
Suite 5400
Fort Lauderdale, Florida 33309
(954) 733-1330 (407) 830-1177
Attorney: ALAN J. ELKINS, ESQUIRE
Florida Bar No.: 264512

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### ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

# ARTICLE VI - 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 (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

#### ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address and mailing address of the initial principal office of this corporation is 127 West Main Street.

Apopka, Florida 32703 and the name of the initial registered agent of this corporation is TERRY D. PRUITT, whose address is 1364 Crawford Drive, Apopka, Florida 32703.

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# ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial directors of this corporation are TERRY D. PRUITT, 1364 Crawford Drive, Apopka, Florida 32703 and MARY ANN M. PRUITT. 1364 Crawford Drive, Apopka, Florida 32703.

### ARTICLE IX - INCORPORATORS

The name and address of the person signing these articles
is:

TERRY D. PRUITT

1364 Crawford Drive
Apopka, Florida 32703

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

#### ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors or this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other

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corporation. Any director individually,

or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

## ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of

Thul 1997

SUBSCRIBER

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# H97000010234

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

1.30

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

	FirstThat	P & P INVESTMENTS, INC.					
desiring	tò organize	under th	e laws	of the	State o	f FLO	RIDA
	principal o						
	tion, at City						
<del></del>	State o						
PRUITT		_ located					
City of _	(Street a post offic Apopka	ce box ad	dress n	ot.acce	ptable)		
State of the state	Florida, as i	ts agent	to acc	ept ser	vice of p	proces	s with
ACKNOWLEDG	SEMENT: (MUS	T BE SIGN	ed by d	ESIGNAT	ED AGENT	)	
	Having been	named to	accept	service	of prod	ess f	or the

Having been named to accept service of process for the above 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.

\_

Resident Agent)

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