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June 19, 1997

P97000055/85
VIA FEDERAL EXPRESS

Department of State
Division of Corporations
8409 East Gaines St.
Tallahassee, FL 32399

Re: Charlie's Wholesale Supply Company

800002218868--6
-06/20/97--01103--020
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation together with my firm's check in the amount of \$122.50 representing \$70.00 filing fees and \$52.50 for a certified copy.

EFFECTIVE DATE
7-1-97

Please send the acknowledgment of filing to the undersigned corporate counsel in the enclosed, self-addressed envelope. Thank you for your courtesies in this regard.

Very truly yours,

Astrid de Parry

Astrid de Parry, P.A.

AdP/bw

Encls.

cc: Charles Clifton

FILED
97 JUN 20 AM 8:51
SECRET
TALLAHASSEE, FLORIDA

*Done
6/23/97*

ARTICLES OF INCORPORATION
OF
CHARLIE'S WHOLESALE SUPPLY COMPANY

FILED
97 JUN 20 PM 8:51
SECRET
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE
7-1-97

ARTICLE I - NAME

The name of the Corporation shall be:

CHARLIE'S WHOLESALE SUPPLY COMPANY

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

107 East Gilbert Street
DeLand, Florida 32724

ARTICLE III - SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares with a par value of \$1.00 per share.

ARTICLE IV - MANAGEMENT

The business of the Corporation shall be managed by the Shareholders rather than by a Board of Directors.

ARTICLE V - INITIAL REGISTERED OFFICE, AGENT AND STREET ADDRESS

The name and street address of the initial Registered Office and Registered Agent is:

JAMES R. CLAYTON
114 West Rich Avenue
DeLand, Florida 32720

ARTICLE VI - INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

CHARLES A. CLIFTON, JR.
107 East Gilbert Street
DeLand, Florida 32724

ARTICLE VII - COMMENCEMENT DATE

This Corporation shall commence to exist on July 1, 1997

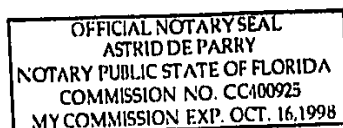
The undersigned Incorporator has executed these Articles of Incorporation on June 19, 1997



CHARLES A. CLIFTON, JR.

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared CHARLES A. CLIFTON, JR., to me well known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 19th day of June, 1997




NOTARY PUBLIC, State of Florida

97
JUN 22 1997
TALLAHASSEE
FLORIDA
RECEIVED
MAY 8 5 1

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, 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.

97 JUN 20 1997
FILED
TALLAHASSEE
FLORIDA

1. The name of the Corporation is:

CHARLIE'S WHOLESALE SUPPLY COMPANY

2. The name and address of the registered agent and office is:

JAMES R. CLAYTON
114 West Rich Avenue
DeLand, Florida 32720

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.

BY: 

JAMES R. CLAYTON

DATED: June 19, 1997