

LAW OFFICES OF  
T. WHITNEY STRICKLAND, JR.  
2810 REMINGTON GREEN CIRCLE  
TALLAHASSEE, FLORIDA 32308  
TELEPHONE (904) 386-3404  
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997000066408

July 27, 1997

Mr. Ed Baggett  
Woodville Ace Hardware, Inc.  
9382 Woodville Highway  
Woodville, Florida 32362

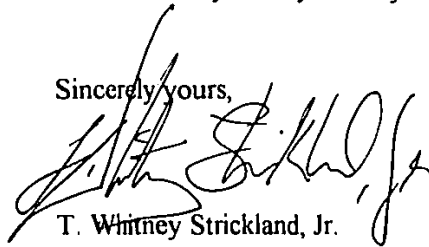
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Re: Woodville Ace Hardware, Inc.

Dear Ed:

Enclosed please find an original of the Articles of Incorporation. Please note that the incorporators are Jeffery J. Boland, Rebecca P. Stoutamire, James E. Baggett, and Cindy W. Chancy. Each person must sign where indicated and you should sign on the certificate of designation. Should you have any questions, please contact me. We will be providing the remaining documents later this week. Thank you for your very kind consideration.

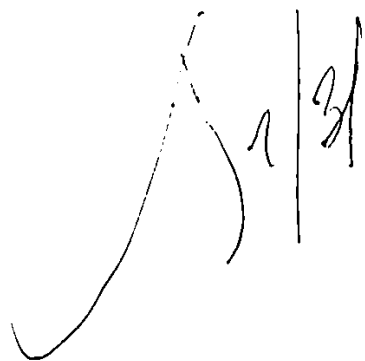
Sincerely yours,

  
T. Whitney Strickland, Jr.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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CALL when  
Ready

ARTICLES OF INCORPORATION  
OF  
WOODVILLE ACE HARDWARE, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

ARTICLE I - NAME

The name of this corporation shall be WOODVILLE ACE HARDWARE, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature and purpose of the business to be conducted and transacted by this corporation is:

1. Engage in the business of selling hardware, equipment, and related services to the public.
2. To acquire, by purchase, lease, manufacture or otherwise, any personal property being necessary and useful in the conduct of the business and to invest, trade and deal in any personal property being beneficial to the corporation, and to lease, rent, encumber, or dispose of any personal property of any kind owned or held by the corporation.
3. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidence of indebtedness and to execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any State of Government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.
6. To engage at any and all lawful businesses, trades, occupations and professions.
7. To do any or all things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts that

may be necessary, profitable or expedient in carrying on any of the business of acts above named.

The intention is that none of the objects and powers herein above set forth, except where otherwise specified in this article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this article or any other article; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

#### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 770 shares of common stock with \$1.00 par value.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Jeffery J. Boland  
P.O. Box 337  
Wacissa, Florida 32361

Rebecca P. Stoutamire  
935 W. Washington Street  
Monticello, Florida 32344

Cindy W. Chancy  
Route 5 Box 5126  
Monticello, Florida 32344

James E. Baggett  
2014 Tallavana Trail  
Havana, Florida 32333

#### ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are:

Jeffery J. Boland  
P.O. Box 337  
Wacissa, Florida 32361

Rebecca P. Stoutamire  
935 W. Washington Street  
Monticello, Florida 32344

Cindy W. Chancy  
Route 5 Box 5126  
Monticello, Florida 32344

James E. Baggett  
2014 Tallavana Trail  
Havana, Florida 32333

ARTICLE VII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing.

ARTICLE VIII - AMENDMENTS

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.

ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

James E. Baggett  
2014 Tallavana Trail  
Havana, Florida 32333

ARTICLE X - PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

Woodville Ace Hardware, Inc.  
9382 Woodville Highway  
Woodville, Florida 32362

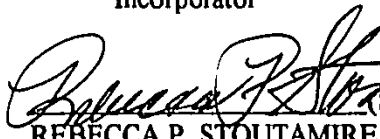
and the mailing address shall be:

Woodville Ace Hardware, Inc.  
9382 Woodville Highway  
Woodville, Florida 32362

The undersigned has executed these Articles of Incorporation this \_\_\_\_ day of July, 1997.

 (SEAL)  
JEFFERY S. BOLAND  
Incorporator

 (SEAL)  
JAMES E. BAGGETT  
Incorporator

 (SEAL)  
REBECCA P. STOUTAMIRE  
Incorporator

 (SEAL)  
CINDY W. CHANCY  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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: WOODVILLE ACE HARDWARE, INC.
2. The name and address of the registered agent and office is:

James E. Baggett  
2014 Tallavana Trail  
Havana, Florida 32333

Woodville Ace Hardware, Inc.  
9382 Woodville Highway  
Woodville, Florida 32362

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.

  
JAMES E. BAGGETT

Date: 7/24/97

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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