

P 970000 69945

Law Office of  
JAMES A. WARFIELD  
"Old City Building"  
201 E. Government Street  
Pensacola, Florida 32501

Telephone Number  
904/432-7723

July 25, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: She-Shells-LTD.

Dear Sir/Madam:

I have enclosed an original <sup>1</sup>one copy of the Articles of Incorporation of She-Shells-LTD., and Certificate of Registered Agent. Please record the original of the articles in your offices and certify and return to me the copy.

I have also enclosed my check for \$70.00 covering filing fee.

Very truly yours,

*James A. Warfield*

JAMES A. WARFIELD

JAW/mb  
enclosed

5  
100002248901--6  
-07/28/97--01063--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

97 AUG 11 AM 11:06  
FILED  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*W 97-17524*

*506*

F. CHOCORR AUG 13 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 30, 1997

JAMES A WARFIELD ESQUIRE  
201 E GOVERNMENT ST  
PENSACOLA, FL 32501

SUBJECT: SHE-SHELLS LTD.  
Ref. Number: W97000017524

FILED  
97 AUG 11 AM 11:06  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for SHE-SHELLS LTD. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 897A00038831

**ARTICLES OF INCORPORATION**

**OF**

**SHE-SHELLS, INC.**

**ARTICLE ONE - NAME**

The name of the corporation is SHE-SHELLS, INC.

**ARTICLE TWO - DURATION**

This corporation shall have perpetual existence.

**ARTICLE THREE - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE FOUR - CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of Ten (\$10.00) dollar par value common stock.

**ARTICLE FIVE - 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/she already holds, shall have the right to purchase his/her prorata share thereof at the price at which it is offered to others.

**ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 6217 Siguenza Drive, Pensacola, Florida 32507, and the name of the initial registered agent of this corporation at that address is Lynn Guise.

FILED  
97 AUG 11 AM 11:07  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

#### ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have two director(s) 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 and address of the initial director(s) of this corporation are:

##### NAME

##### ADDRESS

Susan Carter

6333 Siguenza Drive  
Pensacola, FL 32507

Lynn Guise

6217 Siguenza Drive  
Pensacola, FL 32507

#### ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles is James A. Warfield, Attorney for the corporation, 201 E. Government Street, Pensacola, FL 32501.

#### ARTICLE NINE - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders.

#### ARTICLE TEN - INDEMNIFICATION

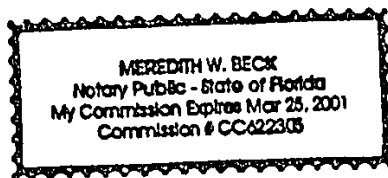
The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 24<sup>th</sup> day of July, 1997.

  
James A. Warfield, Subscriber

STATE OF FLORIDA  
COUNTY OF FLORIDA

The foregoing Articles of Incorporation was acknowledged before on this the 24th day of July, 1997 by James A. Warfield, who is personally known to me and who did not take an oath.



*Meredith W. Beck*  
Printed Name: *Meredith W. Beck*  
Notary Public-State of Florida  
My Commission expires: *3-25-2001*  
Commission Number: *CC 622305*

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

SHE-SHELLS, INC.

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

First-that She-Shells, 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 Pensacola, County of  
Escambia, State of Florida has named Lynn Guise located at 6217 Siguenza Drive, City of  
Pensacola, County of Escambia, State of Florida, as its agent to accept service of process with  
this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

  
Lynn Guise, Registered Agent

FILED  
97 AUG 11 AM 11:07  
CLERK OF STATE  
TALLAHASSEE, FLORIDA