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LAW OFFICES OF
OLIVER H. HARRIS, III
10 CENTRAL PARKWAY, SUITE 240
STUART, FLORIDA 34994
(561) 287-9101 / (561) 744-0166
FACSIMILE: (561) 287-9102

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SEPTEMBER 2, 1997

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FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

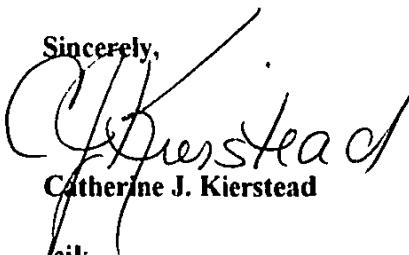
RE: DIAL'S TENT & AWNING OF FLORIDA, INC.

Dear Sir/Madam:

Enclosed please find the executed ARTICLES OF INCORPORATION of DIAL'S TENT & AWNING OF FLORIDA, INC., together with the filings fees. Please file this corporation and return one certified copy to this office via the enclosed envelope.

Please direct any questions you may have to this office.

Sincerely,



Catherine J. Kierstead

cjk
enc.

bx
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**ARTICLES OF INCORPORATION
OF
DIAL'S TENT & AWNING OF FLORIDA, INC.**

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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THE UNDERSIGNED, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **DIAL'S TENT & AWNING OF FLORIDA, INC.**

SECOND: The period of the corporation is perpetual.

THIRD: The purpose for which the corporation is organized is for any activity or business permitted under the laws of the United States and of this State.

FOURTH: Authorized Shares.

NUMBER: The aggregate number of shares that the corporation shall have the authority to issue is 300 shares of Capital Stock with a par value of \$1.00 per share.

DIVIDENDS: The holders of the outstanding capital stock shall be entitled to receive, when and as declare by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK: The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES: The corporation is not authorized to issue shares in series.

FIFTH: The principal office of the Corporation shall be at 10 Central Parkway, Suite 240, Stuart, Florida, and the Registered Agent at that office, and whose office is at that address is **OLIVER H. HARRIS**.

SIXTH: The initial board of directors shall consist of 2 members who need not be residents of the State of Florida.

SEVENTH: The name and address of the 2 persons who shall serve as director until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
NORMAN P. DIAL	254 Rebecca Road, Joliet, Illinois 60435
SANDRA K. DIAL	254 Rebecca Road, Joliet, Illinois 60435

EIGHTH: The name(s) and address(es) of the initial incorporator(s) are as follows:

<u>NAME</u>	<u>ADDRESS</u>
OLIVER H. HARRIS	10 Central Parkway, Suite 240 Stuart, Florida 34994

NINTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

TENTH: The Bylaws of the Corporation are to be made, altered or rescinded by the Members of the Board of Directors.

ELEVENTH:

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected or qualified shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
MATTHEW P. DIAL <i>President</i>	254 Rebecca Road, Joliet, Illinois 60435
STEPHANIE L. DIAL <i>Secretary and Treasurer</i>	254 Rebecca Road, Joliet, Illinois 60435

IN WITNESS HEREOF, the Undersigned has made and subscribed to these Articles of Incorporation at Stuart, Florida, on this 29th day of AUGUST, 1997.

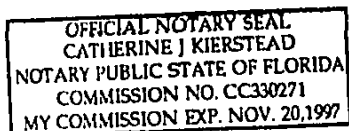


OLIVER H. HARRIS

**STATE OF FLORIDA
COUNTY OF MARTIN**

BEFORE ME, the undersigned authority, personally appeared **OLIVER H. HARRIS**, who is personally known to me, and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Stuart, Florida in said County and State this 29th day of August, 1997.



Catherine J. Kierstead
NOTARY PUBLIC
My Commission Expires:

I HEREBY ACCEPT APPOINTMENT AS THE REGISTERED AGENT:

Oliver Harris

OLIVER H. HARRIS

REGISTERED OFFICE: 10 Central Parkway, Suite 240, Stuart, Florida 34994

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