

P97000081785

September 17, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed please find four (4) copies of Articles of Incorporation for America Florida Unique, Incorporated that have been duly executed in the State of Florida, the County of Pinellas.

Please certify three (3) copies and return them as soon as possible to:

America Florida Unique, Incorporated
802B Robin Avenue
Palm Harbor, FL 34683

Thank you,


Jack L. Melvin

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 AM 11:05

9-22-97
W5

America Florida Unique, Incorporated
FPE 13890
802B Robin Avenue
Palm Harbor, FL 34683
Fax and Phone (813) 786-4242

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

AMERICA FLORIDA UNIQUE, INCORPORATED

I, the undersigned incorporator, make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: America Florida Unique, Incorporated.

ARTICLE II

Business, Objectives or Purposes

The general nature of the business to be transacted, or the objectives or purposes of the corporation shall be as follows:

- (A) To engage in any activity or business permitted under the laws of the United States and the State of Florida.
- (B) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporators formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things herein before set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objectives and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation. Any amendments to these Articles of Incorporation shall be contingent upon the approval of the Board of Directors at an annually held meeting in July of each fiscal year. A quorum will be required before these or any adoptions or amendments to these Articles of Incorporation

ARTICLE III

Capital Stock

The total number of shares of capital stock authorized to be issued to or by the corporation shall be 15,000 shares of common and preferred stock, of which 7,000 shares will be common stock, and 8,000 shares will be preferred stock. All voting rights are conferred upon any stock and will pay dividends annually. Each of the said shares of stock shall entitle the holder thereof to (1) one vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor, or services at a fair evaluation to be fixed by the Board of Directors, at a meeting called for such a purpose. All stock when issued shall be paid for and nonassessable.

In the election of the directors of this corporation there shall be no accumulative voting of the stockholders entitled to vote at such an election.

No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such persons and or person as the Board of Directors may determine.

ARTICLE IV

Capital to Begin Business

The amount with which this corporation will begin business with, shall be five hundred dollars and 00/100 (\$500.00), and 15,000 shares of stock; 7,000 shares of common stock and 8,000 shares of preferred stock, with a par value of \$.30 per share.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Principal Office

stockholders. The stockholders of this corporation may remove any director from office at any time, with or without cause.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) member(s), the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said Directors shall be of full age and at least one of the so stated Directors shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors. Subject to the by-laws of this corporation, meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any Director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The names and street addresses of the members of the first Board of Directors of this corporation, who subject to these Articles of Incorporation, and by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent Directors, or until their successors have been duly elected and qualified, are:

NAME:

ADDRESS:

Jack L. Melvin

America Florida Unique, Incorporated
802B Robin Avenue
Palm Harbor, FL 34683

Janice N. Melvin

802B Robin Avenue
Palm Harbor, FL 34683

ARTICLE IX

Subscribers and Board Members

The subscribers to these Articles of Incorporation are:

Janice N. Melvin

802 Robin Avenue
Palm Harbor, FL 34683
(813) 786-4242

James L. Melvin

26 Cager Court
Crawfordville, FL 32327

Tracy L. Thompson

1728 Pele Place
Indianapolis, IN 46214
(317) 271-1256

Jeffrey A. Thompson

1728 Pele Place
Indianapolis, IN 46214
(317) 271-1256

Johnathan A. Thompson

Ball State University
324 Cerenger Hall
Muncie, IN 47306
(765) 214-6171

ARTICLE X

Transactions with Corporations

No contract or other transaction between this corporation and any other corporation and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniary or otherwise interested in any other corporation or are Directors or officers of any other corporation.

Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any Director of this corporation who is also a Director or officer of such other corporation or member of such a firm, who is 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 an officer or Director of such corporation or member of such a firm, or not so

ARTICLE XI

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend, or repeal the by-laws, or adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws which has been altered, amended, or adopted by such a vote of the Directors until two (2) years shall have expired since such action by vote of such stockholders.

The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provision of these Articles of Incorporation or contrary to the laws of the State of Florida or these United States.

ARTICLE XII

Amendment of Articles of Incorporation

The corporation reserves the right of the corporation to amend, alter, change, or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon the stockholders herein of common or preferred stock, which will have entire voting rights, (one vote per share).

ARTICLE XIII

Registered Office and Agent

The registered office shall be located at:

802 Robin Avenue
Palm Harbor, FL 34683

The registered agent shall be:

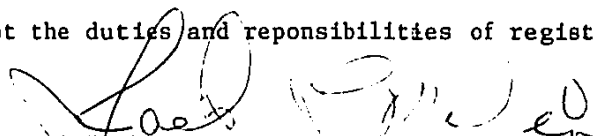
Jack L. Melvin

In witness whereof, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

I hereby certify that on this day before me, an officer duly authorized in the State of Florida and in the County of Pinellas to take acknowledgements, personally appeared Jack L. Melvin, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and severally acknowledged before me that he executed the same and that the facts therein stated are truly set forth.

I sign my name to this document this 17th day of September, 1997 in Pinellas County, Florida.

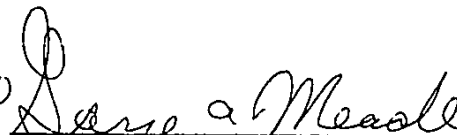
I hereby am familiar with and accept the duties and responsibilities of registered agent for said corporation.


Jack L. Melvin Registered Agent *DM*

SWORN TO AND SUBSCRIBED before me this ___ day of September, 1997 by JACK L. MELVIN, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Known To Me By Florida

Drivers License # *M 4154 32331780*


Notary Public



Gary A. Meade
MY COMMISSION # CC643426 EXPIRES
April 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
97 SEP 22 AM 11:00