

LAW OFFICE OF
H. VERNON DAVIDS, P.A.

H. VERNON DAVIDS
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October 31, 1997

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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-11/05/97--01100--011
*****70.00 *****70.00

Re: Mom & Pop's One Stop, Inc.
Articles of Incorporation

Gentlemen:

I am enclosing an original and a copy of Articles of Incorporation for the above -named corporation. In addition, a check in the amount of \$70.00 is enclosed, which represents the incorporation fee.

Please file the original of the enclosed Articles of Incorporation and provide me with a stamped copy.

Also enclosed is a stamped, self-addressed envelope for your convenience in returning the stamped copy and receipt.

Thank you for your assistance herein.

Sincerely,



H. Vernon Davids

HVD:slf
Enc.

FILED
97 NOV -5 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
MOM & POP'S ONE STOP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is MOM & POP'S ONE STOP, INC. The address of the principal office of this corporation shall be 170 West Green Street, Englewood, Florida 34223 and the mailing address shall be the same.

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR
CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1,500 all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any un-issued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

**ARTICLE SIX
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 170 West Green Street, Englewood, Florida 34223 and the name of the initial registered agent at such address is Kimberly Otis.

**ARTICLE SEVEN
DIRECTORS**

The board of directors of the corporation shall consist of not less than one nor more than three members.

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the incorporator is India Lutes, 12805 Bacchus Road, Port Charlotte, Florida 33981.


IN WITNESS WHEREOF, I have subscribed my name this 31st day of October, 1997


INDIA LUTES

STATE OF FLORIDA
COUNTY OF SARASOTA

On this 31st day of October, 1997 before me, the undersigned officer, personally appeared INDIA LUTES, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


H. VERNON DAVIDS, NOTARY PUBLIC AT LARGE
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for
MOM & POP'S ONE STOP, INC. at the place designated in the
Articles of Incorporation, the undersigned is familiar with and
accepts the obligations of that position pursuant to F.S.
607.0501(3).


Name: KIMBERLY OTIS

Date: OCTOBER 31, 1997

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97 NOV -5 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA