

120 Mini Ranch Road
Sebring, Florida 33870

P9700005256

John F. Howard

Attorney at Law

FILED

97 NOV -6 PM 1:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 4, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-11/06/97--01011--003
*****70.00 *****70.00

Re: ALL SEASONS WHOLESALE, INC.

Gentlemen:

In reference to the above captioned corporation, I enclose herewith the original and one copy of the Articles of Incorporation, together with my trust account check in the sum of \$70.00 To cover the cost of filing the same.

Please return the copy with your Certificate of Incorporation at your earliest convenience.

Sincerely yours,


John F. Howard

encls.

P. Hall
NOV - 6 1997

ARTICLES OF INCORPORATION
OF
ALL SEASONS WHOLESALE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a Corporation for Profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ALL SEASONS WHOLESALE, INC.

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The corporation may engage in any business or activity permitted under the laws of the State of Florida or the United States of America.

ARTICLE IV

The number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand (7,000) shares of common stock, each share having a par value of One Dollar (\$1.00).

ARTICLE V

Each shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The street address of the initial place of business of this corporation shall be:

1630 S.E. Lakeview Drive
Sebring, FL 33870

The registered agent of the corporation shall be DARREL CHINN, whose mailing address is 1630 S.E. Lakeview Drive, Sebring, Florida 33870 which shall be the registered office of this corporation.

ARTICLE VII

The corporation shall have a Board of Directors consisting of one (1) Director initially, whose name and address is as follows:

DARREL CHINN
1630 S.E. Lakeview Drive
Sebring, FL 33870

The number of Directors may be increased or decreased from time to time by the By-Laws.

ARTICLE VIII

The name and address of the subscribers to these


Articles of Incorporation is as follows:

DARREL CHINN
1630 S.E. Lakeview Drive
Sebring, FL 33870

ARTICLE IX

At each election of Directors, every shareholder entitled to vote at such election shall have the right to cumulate his vote by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such shares on the same principal among any number of such candidates.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4th day of November, 1997.



Darrel Chinn

STATE OF FLORIDA

COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, personally appeared, DARREL CHINN, who is personally known to me, who acknowledged before me that he executed the foregoing Articles of

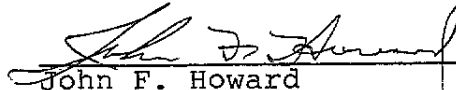
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Incorporation for the purposes therein set forth.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA




John F. Howard
Notary Public
Commission No. CC-537467
My commission expires: 03/04/2000

DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS

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

FIRST, that ALL SEASONS WHOLESALE, INC., desiring to be organized under the laws of the State of Florida, with its principal place of business and office located at 1630 S.E. Lakeview Drive, as indicated in the Articles of Incorporation, at the City of Sebring, County of Highlands, State of Florida, has named DARRELL CHINN, located at 1630 S.E. Lakeview Drive, Sebring, County of Highlands, State of Florida as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, as Agent, at the place designated in this certificate, I HEREBY ACCEPT to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Darrel Chinn
as Resident Agent