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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. KELLY KENNEDY  
CYNTHIA CROFOOT RIGNANESE

November 5, 1997

Honorable Sandra B. Mortham  
Secretary of State  
The Capitol  
Tallahassee, Florida 32304

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\*\*\*\*122.50 \*\*\*\*122.50

Re: M. R. Scroggins, Inc.

Dear Ms. Mortham:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Form.....	35.00
Total	\$122.50

Thank you for your cooperation in this matter.

Sincerely,

  
CYNTHIA CROFOOT RIGNANESE

CCR/bc

Enclosures

xc: Marcus R. Scroggins

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P. Hall  
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ARTICLES OF INCORPORATION  
OF  
M. R. SCROGGINS, INC.  
(a corporation for profit)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE I  
NAME

The name of this corporation is M. R. SCROGGINS, INC..

ARTICLE II  
DURATION

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III  
PURPOSES AND POWERS

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V  
PRINCIPAL OFFICE

The address of the principal office is 9 Spring Court, Frostproof, Florida 33843, and the mailing address of the corporation shall initially be 9 Spring Court, Frostproof, Florida, 33843.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 9 Spring Court, Frostproof, Florida 33843, and the name of its initial registered agent at that office is CAROLE J. SCROGGINS.

**ARTICLE VII**  
**MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

**ARTICLE VIII**  
**OFFICERS**

The officers of the corporation shall consist of a president, a secretary and a treasurer, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

**ARTICLE IX**  
**INITIAL OFFICERS**

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President	MARCUS R. SCROGGINS 9 Spring Court Frostproof, Florida 33843
Secretary/Treasurer	CAROLE J. SCROGGINS 9 Spring Court Frostproof, Florida 33843.

**ARTICLE X**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be two. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual

shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

MARCUS R. SCROGGINS  
9 Spring Court  
Frostproof, Florida 33843

CAROLE J. SCROGGINS  
9 Spring Court  
Frostproof, Florida 33843.

ARTICLE XI  
NAME AND ADDRESSES OF INCORPORATOR

The name and address of the incorporators of this corporation are as follows:

MARCUS R. SCROGGINS  
9 Spring Court  
Frostproof, Florida 33843

CAROLE J. SCROGGINS  
9 Spring Court  
Frostproof, Florida 33843.

ARTICLE XII  
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII  
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV  
QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV  
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 3<sup>rd</sup> day of November, 1997.

Signed, sealed and delivered  
in the presence of:

C. C. Rignanes  
Witness  
CYNTHIA CROFOOT RIGNANESE

Printed Name

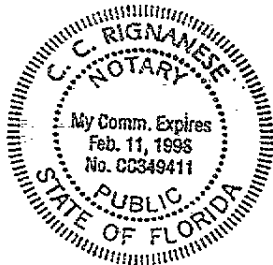
Betty A. Clark  
Witness  
Betty A. Clark  
Printed Name

Marcus R. Scroggins  
MARCUS R. SCROGGINS,  
as incorporator

Carole J. Scroggins  
CAROLE J. SCROGGINS,  
as incorporator

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 3<sup>rd</sup> day of November, 1997, by MARCUS R. SCROGGINS and CAROLE J. SCROGGINS, who personally appeared before me, are personally known to me, or have produced N/A as identification.



C. C. Rignanes  
Printed Name: CYNTHIA CROFOOT RIGNANESE  
Notary Public/affix notarial seal  
My Commission Expires: 2-11-98  
My Commission Number: CC349411

**M. R. SCROGGINS, INC.**  
**ACCEPTANCE OF REGISTERED AGENT**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent, and state that I am familiar with, and accept, the obligations provided for registered agents in the Florida Business Corporation Act.

**Dated:** November 3, 1997

Carole J. Scroggins  
**CAROLE J. SCROGGINS**