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TRANSMITTAL LETTER

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

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-11/19/97--01013--003
*****70.00 *****70.00

SUBJECT: ROCKY'S, INC.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for
\$ 70.00 .

FROM

Ralph E. Partington
Name (printed or typed)

11025 Point Nellie Drive
Address

Clermont, Florida 34711-8662
City, State, & Zip

352-394-8576
Telephone Number

97 NOV 19 PM 1:22

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RP
11-21-97

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

ROCKY'S, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ROCKY'S, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11025 Point Nellie Drive
Clermont, FL 34711-8662

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

(100) ONE HUNDRED shares of common stock having a par value of (\$1.00)
ONE DOLLAR per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ralph E. Partington
11025 Point Nellie Drive
Clermont, Florida 34711-8662

ARTICLE V PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VI TERM OF EXISTANCE

The corporation shall have perpetual existence commencing on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE VII INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Ralph E. Partington
11025 Point Nellie Drive
Clermont, Florida 34711-8662

Erich E. Fischer
154 E. Highland Avenue
Clermont, Florida 34711

The undersigned incorporators have executed these Articles of Incorporation this
15th. day of November, 1997.


Signature


Signature

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation : Rocky's, Inc.

2. The name and address of the registered agent and office is

Ralph E. Partington

(NAME)

11025 Point Nellie Drive

(P.O. BOX NOT ACCEPTABLE)

Clermont, Florida 34711-8662

(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE

11/15/97