

DOUGLAS A. WALLACE

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1310 FOURTH AVENUE, WEST
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December 11, 1997

MAILING ADDRESS:
P.O. BOX 9032
BRADENTON, FL 34206

P97000105457

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

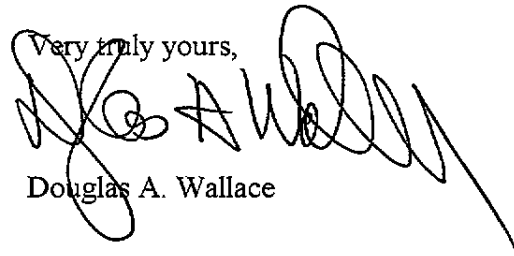
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***122.50 ***122.50

Re: Wallace Banjo Corporation

Gentlemen:

Enclosed is an original and one copy of articles of incorporation and a check for \$122. 50 for the filing fee and a certified copy of articles of incorporation.

Very truly yours,



Douglas A. Wallace

DAW:mw

FILED
97 DEC 15 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/12-16-97

**ARTICLES OF INCORPORATION
OF
WALLACE BANJO CORPORATION**

FILED
97 DEC 15 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME AND ADDRESS

The name of this corporation is WALLACE BANJO CORPORATION and its mailing and principal office address is 1310 Fourth Avenue, West, Bradenton, Florida, 34205.

ARTICLE TWO - PURPOSE

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

ARTICLE THREE - POWERS

This corporation shall have all of the powers enumerated in the Florida Business Corporations Act.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue 500 shares of voting common stock 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 unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than two. The names and addresses of the initial Board of Directors are:

DOUGLAS A. WALLACE
1310 Fourth Avenue, West
Bradenton, Florida 34205.

MARCIA B. WALLACE
1310 Fourth Avenue, West
Bradenton, Florida 34205

PAUL C. WALLACE
6112 45th Street, West
Bradenton, Florida 34210

DRUANN SLOAN
6112 45th Street, West
Bradenton, Florida 34210

ARTICLE EIGHT - INCORPORATOR

The name and address of the incorporator is: DOUGLAS A. WALLACE, 1310 Fourth Avenue, West, Bradenton, Florida, 34205.

ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.


The undersigned incorporator has executed these Articles of Incorporation on this, the 11th day of December, 1997.


DOUGLAS A. WALLACE

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledge before me this 11th day of December, 1997, by DOUGLAS A. WALLACE, who is personally known to me and did take an oath.

NOTARY PUBLIC


BARBARA B. WELLS
State of Florida at Large
My commission Number is:
My commission expires:

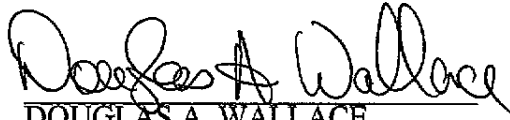


BARBARA B. WELLS
MY COMMISSION # CC406920 EXPIRES
September 28, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT
FOR WALLACE BANJO CORPORATION**

The undersigned, having been named as Registered Agent to accept service of process for WALLACE BANJO CORPORATION, a Florida corporation, at 1310 Fourth Avenue, West, Bradenton, FL 34205, hereby acknowledges and accepts the appointment and agrees to act in this capacity. The undersigned states further that he is familiar with, and accepts, the obligations of his position as Registered Agent.

DATED this 11th day of December, 1997.


DOUGLAS A. WALLACE
Registered Agent

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97 DEC 15 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA