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RODNEY DURRANCE, JR., Attorney at Law  
101 Avenue C, S.W., Ste. 508  
Winter Haven, FL 33880 (941) 294-0051

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December 12, 1997

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-12/15/97--01064--015  
\*\*\*\*122.50 \*\*\*\*122.50

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

RE: Imperial Virgo Company

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, a Certificate of Designation Registered Agent/Registered Office and a check in the amount of \$122.50.

Please return a copy of the Articles and their letter showing the date filed to:

Rodney Durrance, Jr.  
101 Avenue C, S.W., Ste. 508  
Winter Haven, FL 33880

Thank you.

Sincerely,

BY Jane Zeller  
Jane Zeller  
Secretary to Rodney Durrance, Jr.

/jaz  
Enclosures

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**IMPERIAL VIRGO COMPANY**

**ARTICLE I NAME**

The name of this corporation is Imperial Virgo Company.

**ARTICLE II PURPOSE**

The special purpose of the business is merchandizing and any purpose authorized by law.

**ARTICLE III CAPITAL STOCK**

(a) The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of voting common stock, par value per share \$1.00. All stock issued shall be fully paid and non-assessable.

(b) The shares of stock to be issued by the corporation shall be issued, accepted, and held subject to the following provisions and restrictions upon sales and transfers thereof:

1. In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer, any stock or share of stock in the corporation, such stockholder must by giving written notice of such desires to a majority of the Board of Directors, first afford to the corporation or the nominee of the Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing between such stockholders and the corporation or such nominee, or in default of such agreement, at a price equal to the book value of said stock, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been completed and any attempt to transfer such stock in any other manner will be void.

**ARTICLE IV PERPETUAL EXISTENCE**

The said corporation shall have perpetual existence.

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#### **ARTICLE V PRINCIPAL OFFICE**

The principal office of said corporation is to be located at 126 Lake Sears Drive, S.W., Winter Haven, FL 33880.

#### **ARTICLE VI NUMBER OF DIRECTORS**

There shall not be less than 1 nor more than 3 Directors of said corporation; provided, however, that the number of Directors of said corporation may be increased in any manner now or hereafter authorized by law.

#### **ARTICLE VII INITIAL BOARD OF DIRECTORS**

The names of the first Board of Directors, and their addresses, who, subject to the provisions herein contained and of the By-laws of said corporation and of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are the following:

<u>Name</u>	<u>Address</u>
Barbara Lee Rollins	126 Lake Sears Drive, S.W., Winter Haven, FL 33880

#### **ARTICLE VIII INCORPORATORS**

The names and post office address of the several subscribers of these Articles, and the number of shares of stock of said corporation which each agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Barbara Lee Rollins	126 Lake Sears Drive, S.W. Winter Haven, FL 33880	1000

#### **IX OFFICERS**

The officers of said corporation shall be a President, Secretary and Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and Directors shall be chosen in such manner, shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices.

#### **ARTICLE X RIGHT TO AMEND**

Said corporation reserves the right to amend, alter or change or repeal any provision contained in these Articles in the manner now or hereafter permitted by law or prescribed by Statute, and all rights conferred upon the stockholders herein are granted subject to this

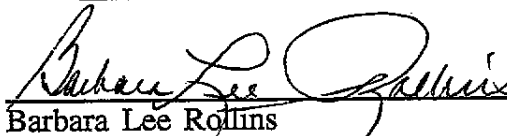
reservation.

**ARTICLE XI INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is: Barbara Lee Rollins, 126 Lake Sears Drive, S.W., Winter Haven, FL 33880.

IN WITNESS WHEREOF, we, the undersigned, being such and all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida and in pursuance of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, do hereby jointly and severally declare and certify that the facts herein stated are true and that we have associated ourselves together for the purpose of becoming a corporation under the said Laws of the State of Florida, and to hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have hereunto set our hands and seals at Polk County, Florida, this 12th day of December 1997.

(SEAL)

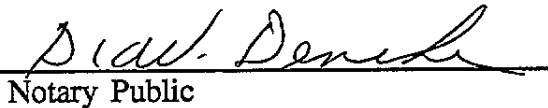
  
Barbara Lee Rollins

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**STATE OF FLORIDA  
COUNTY OF POLL**

BE IT REMEMBERED, that on this 12th day of December, 1997, BARBARA LEE ROLLINS appeared before me, and presented FI DC R452-072-37-808-0 (picture identification), a Notary Public of the State of Florida, to be the parties to the foregoing Articles of Incorporation, and acknowledged the said Articles to be her free act and deed, and that the facts therein stated are truly set forth, and that she has executed and made the foregoing Articles for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of December, 1997, at Polk County, Florida.

  
Notary Public

(SEAL)



**D.W. DENKER**  
Notary Public, State of Florida  
My Commission Expires Feb. 15, 1998  
Commission #CC348566