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December 12, 1997

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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Vee's Country Daze, Inc.

To Whom It May Concern:

This will again serve to advise your department that the undersigned attorney represents the incorporators of a company now known as Vee's Country Daze, Inc., pursuant to which I am enclosing an original and copy of my client's Articles of Incorporation.

Additionally, I am enclosing a check in the amount of \$122.50 which represents the fee for filing same.

Based upon the foregoing, I would appreciate your filing the enclosed Articles, and thereafter returning a certified copy of same directly to my office in the self-addressed, stamped envelope.

Thank you for your courtesy and consideration.

Very truly yours,

[Signature]
STEPHEN N. ROSENTHAL

SNR:laa
Encl.

FILED
97 DEC 17 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
12/17/97

ARTICLES OF INCORPORATION

OF

Vee's Country Daze, Inc.

THE UNDERSIGNED do hereby associate
for the purpose of forming a corporation under the laws of the State of Florida, and do
hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation shall be:

VEE'S COUNTRY DAZE, INC.

ARTICLE II - PURPOSE

A. To carry on and engage in the business of operating a gift shop, including but not limited to the purchasing, selling, marketing, advertising, importing, exporting, delivering and distributing of products, novelties, gifts, and supplies together with any and all acts necessary and related to the operation of said business.

B. To carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the laws of the United States of America or the State of Florida.

ARTICLE III - CAPITAL STOCK

The Corporation shall be authorized to issue capital stock in the following manner,

to wit:

One-hundred (100) Shares of common Stock, having
no par value.

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TALLAHASSEE, FLORIDA

ARTICLE IV - POWERS

The powers of the Corporation shall include all those conferred by the bylaws of the Corporation and the laws of the State of Florida.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, in accordance with the laws of the State of Florida.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be:

6731 So. Federal Highway
Port St. Lucie, Florida 34952

ARTICLE VII - REGISTERED AGENT AND OFFICE

The Registered Agent for the Corporation shall be Vivien V. Vos
, and the Registered Office shall be located at:

6731 So. Federal Highway, Port St. Lucie, Florida 34952
or such other person or such other place as the Director or Board of Directors may, from time to time, direct with appropriate notice being given to the Secretary of State, in accordance with applicable Florida Statutes.

ARTICLE VIII - OFFICERS AND MANAGEMENT

The affairs of the Corporation shall be managed by its officer and/or officers, subject, however, to the Board of Directors and subject to the provisions of these Articles of Incorporation and in accordance with the bylaws of the Corporation. The Officers of the Corporation may consist of a President, Vice President, Secretary and Treasurer, in addition to such other officers that the Board of Directors may, if they so desire, choose to elect. The name and address of the officer or officers who shall serve until the first election by the Board of Directors shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Vivien V. Vos	President/Secretary	6731 So. Federal Highway Port St. Lucie, Fl. 34952
Stanley J. Vos	Vc. President/Treasurer	6731 So. Federal Highway Port St. Lucie, Fl. 34952

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by a Board of Directors which shall consist of
One (1), but not more than five (5) persons.

ARTICLE X - INITIAL DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the initial
Director or Board of Directors until the first annual meeting of the Corporation, or until
his or their successor or successors are elected and are qualified, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Vivien V. Vos	6731 So. Federal Highway Port St. Lucie, Fl. 34952
Stanley J. Vos	6731 So. Federal Highway Port St. Lucie, Fl. 34952

ARTICLE XI - INCORPORATOR OR INCORPORATORS

The name and address of the incorporator or incorporators subscribing to these
Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Vivien V. Vos	6731 So. Federal Hgwy. Port St. Lucie, Fl. 34952	50	\$ 500.00
Stanley J. Vos	6731 So. Federal Hgwy. Port St. Lucie, Fl. 34952	50	\$ 500.00

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

ARTICLE XIII - VOTING RIGHTS

That except as may otherwise be provided by law, the total voting power for the election of Directors of the Corporation shall be vested solely and exclusively in the holders of the outstanding shares of the capital stock of the Corporation.

ARTICLE XIV - BYLAWS

The original bylaws of the Corporation shall be adopted by a majority vote of the Shareholders of the Corporation present at a meeting of the Shareholders called for such purpose, at which a majority of the Shareholders are present, and thereafter the bylaws of the Corporation may be amended, altered or rescinded by the vote of the Shareholders of

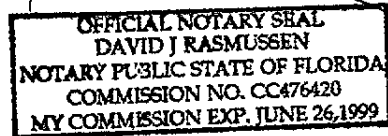
the Corporation. Amendments to the bylaws or to these Articles of Incorporation may be proposed by the Shareholders or by the Board of Directors in the manner as provided in the bylaws and as may be provided under the laws of the State of Florida.

IN WITNESS WHEREOF, we have hereunto set our hand and seal
at Pt. St. Lucie, Florida, this 28 day of November, 1997

Vivien V. Vos (SEAL)
Vivien V. Vos

Stanley J. Vos (SEAL)
Stanley J. Vos

David J. Rasmussen (SEAL)



STATE OF FLORIDA)
) ss
COUNTY OF)

The foregoing instrument was acknowledged before me this day of
November , 1997
 , by Vivien V. Vos, who is personally known to,

me or has produced as identification and who did (did not) take an oath;

by Stanley J. Vos, who is personally known to me or who has

produced as identification and who did (did not) take

an oath; by _____, who is personally known to me or who

has produced as identification and who did (did not) take

an oath; by _____, who is personally known to me or who

has produced as identification and who did (did not) take

an oath.

~~Notary Public, State of Florida at Large~~

My Commission Expires:

OFFICIAL NOTARY SEAL
DAVID J RASMUSSEN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC476420
MY COMMISSION EXP. JUNE 26, 1999

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT**

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of
Vee's _____ and agree to serve as it Registered Agent, to accept service
Country Daze, Inc.
of process within the State at its Registered Office located at:

6731 So. Federal Highway , Port St. Lucie, Fl.

Registered Agent
Vivien V. Vos

FILED
97 DEC 17 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA