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JOHNSTON, HARRIS, GERDE & JELKS, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

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December 29, 1997

JERRY W. GERDE

ALLEN N. JELKS, JR.

MAYO C. JOHNSTON

(1912-1983)

WILLIAM E. HARRIS

(1923-1988)

Corporate Records Bureau  
Division Of Corporations  
409 E Gaines St.  
Tallahassee, FL 32399

Federal Express

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-12/30/97--01051--001

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RE: AGAPE' EMPORIUM COMPANY

Dear Sir or Madam:

Please find enclosed herewith the original and a copy of proposed Articles of Incorporation for the new corporation to be known as AGAPE' EMPORIUM COMPANY together with a check in favor of the Secretary of State in the amount of \$122.50 for the following fees:

Filing Fee:	\$35.00
Certified Copy	52.50
Designation of Resident Agent	<u>35.00</u>
	\$122.50

Please note that Article V in the Corporate Charter designates the name and address of the Registered Agent.

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles of Incorporation to me.

Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE, & JELKS, P.A.

Jerry W. Gerde

JWG/nfh

Enclosure: as stated.

cc: AGAPE' EMPORIUM COMPANY

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FILED  
97 DEC 30 AM 10 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Nancy

AUTHORIZATION BY PHONE TO

CORRECT Principal address

DATE 12/31/97

DOC. EXAM. mc

ARTICLES OF INCORPORATION

OF

AGAPE' EMPORIUM  
COMPANY

FILED

97 DEC 30 AM 10: 22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I- Name

The name of the corporation is AGAPE' EMPORIUM COMPANY.

Article II - Nature of Business

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

Article III- Duration

This corporation shall have perpetual existence and shall commence on filing.

Article IV- Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, each share having the par value of \$1.00.

Article V- Initial Registered  
Office and Agent

The street address of the initial registered office of this corporation is 2900 East 5th Street, Panama City, Florida 32401 and the name of the initial registered agent of this corporation at that address is Steven R. Wilson. This is also the Principal office and mailing address.

Article VI - Board of Directors

This corporation shall have one director initially. The number of directors may either increased or diminished from time to time by the by-laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Steven R. Wilson  
2900 East Fifth Street  
Panama City, Florida 32401

Article VII - Preemptive Rights

The shareholders of the corporation shall have the right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article VIII - Incorporators

The name and address of the person signing these Articles is:

Steven R. Wilson  
2900 East Fifth Street  
Panama City, FL 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29<sup>th</sup> day of December, 1997.

Steven R. Wilson (Seal)

Steven R. Wilson, Incorporator and  
Registered Agent

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, this day personally appeared Steven R. Wilson, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS MY HAND and seal in the state and county aforesaid this 29<sup>th</sup> day of December, 1997.

Jerry W. Gerde  
Notary Public



I, STEVEN R. WILSON, do hereby accept this designation as initial Registered Agent and am familiar with the obligations and duties of that position for the said corporation.

Steven R. Wilson  
Steven R. Wilson

FILED  
97 DEC 30 AM 10:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA