

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 31 PM 12:22

P97000109061

Rutherford's Country
Store, Inc.

500002386975--8
-12/31/97--01035--008
*****280.00 *****70.00

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: AS

12/31

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

RP
12-31-97

ARTICLES OF INCORPORATION

OF

RUTHERFORD'S COUNTRY STORE, INC.

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ARTICLE I - NAME

The name of this corporation is RUTHERFORD'S
COUNTRY STORE, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock
having a par value of \$1.00. There shall be only one class of stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of
the same kind, class or series as that which he already holds, shall have the

right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation are as follows:

HARLAN J. RUTHERFORD, 117 NORTH HIGHWAY 441/27, LADY LAKE, FLORIDA 32159. The principal office address for the corporation is the same.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be greater than (9) nine. The names and addresses of the initial directors of this corporation is:

HARLAN J. RUTHERFORD	117 North Highway 441/27 Lady Lake, FL 32159
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LILLIAN E. RUTHERFORD	117 North Highway 441/27 Lady Lake, FL 32159
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ARTICLE VIII - OFFICERS

The officers of the corporation shall be a President and a Secretary/Treasurer who shall be elected annually and any other officers provided for in the By-Laws. The Secretary and Treasurer may be two offices.

Secretary of State
State of Florida
Tallahassee, FL 32399

I hereby am familiar with and accept the duties and responsibilities as resident agent for RUTHERFORD'S COUNTRY STORE, INC. effective with the date of this incorporation. I will continue to act and serve in that capacity until such time as I notify you of my resignation from that function.

Harlan J. Rutherford
HARLAN J. RUTHERFORD

Attest:

Lillian E. Rutherford
LILLIAN E. RUTHERFORD

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The name of the persons who are to serve as officers of the corporation until the first election are:

OFFICER
President/Vice President

NAME AND RESIDENCE
Harlan J. Rutherford
117 North Highway 441/27
Lady Lake, FL 32159

Secretary/Treasurer

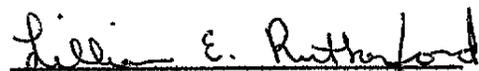
Lillian E. Rutherford
117 North Highway 441/27
Lady Lake, FL 32159

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles are

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 26 day of December, 1997.


HARLAN J. RUTHERFORD


LILLIAN E. RUTHERFORD

