

**CAPITAL CONNECTION, INC.**

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

**P9800000 13 114**

*The Shops of Grayton  
Inc.*

700002426427--0

-02/10/98--01033--007  
\*\*\*\*122.50 \*\*\*\*122.50

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

FILED

98 FEB 10 AM 11:22

RECEIVED

98 FEB 10 AM 10:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

*9/2-10-98*

Signature \_\_\_\_\_

Requested by: *AS*

*2/10/98 9:32*

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**THE SHOPS OF GRAYTON, INC.**

FILED  
98 FEB 10 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**

**Name**

The name of the corporation is The Shops of Grayton, Inc. (the "Corporation").

**Article II**

**Duration**

The Corporation shall have perpetual existence.

**Article III**

**Purpose**

The Corporation is organized for the purpose of conducting any and all lawful  
business for which corporations may be incorporated under the Florida Business  
Corporation Act.

**Article IV**

**Principal Place of Business**

The Corporation's principal place of business is 226 Magnolia Street, Grayton  
Beach, Florida 32459.

## **Article V**

### **Mailing Address**

The Corporation's initial mailing address is 226 Magnolia Street, Grayton Beach, Florida 32459.

## **Article VI**

### **Registered Agent and Office**

The Corporation's initial registered agent is Dr. James E. Poteet, and the address of the Corporation's initial registered office is 226 Magnolia Street, Grayton Beach, Florida 32459.

## **Article VII**

### **Capital Stock**

The Corporation is authorized to issue ten thousand (10,000) shares of one cent (\$.01) par value common stock.

## **Article VIII**

### **Initial Board of Directors**

The Corporation initially shall have three directors. The number of directors may be increased from time to time in accordance with the Corporation's bylaws, but shall never be less than three. The names and respective addresses of the initial directors of the Corporation are as follows:

Director Name

Address

Dr. James E. Poteet

226 Magnolia Street  
Grayton Beach, Florida 32459

Ms. Margaret G. Poteet

226 Magnolia Street  
Grayton Beach, Florida 32459

Peter S. Partee, Sr.

121 Matoaka Road  
Richmond, Virginia 23226

**Article IX**

**Incorporator**

The name and address of the incorporator of the Corporation are:

Peter S. Partee, Sr.

121 Matoaka Road  
Richmond, Virginia 23226

**Article X**

**Amendment**

The Corporation reserves the right to amend or repeal any of the provisions of these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholder(s) of the Corporation are subject to this reservation.

**Article XI**

**Indemnification**

Provided that the person proposed to be indemnified is not demonstrated to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business

Corporation Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses and/or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

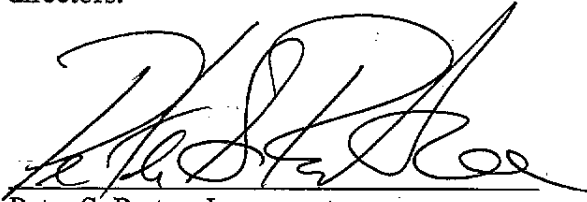
## **Article XII**

### **Bylaws**

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the shareholder(s) of the board of directors, except that the board of directors may not amend or repeal any bylaw adopted by the shareholder(s) of the Corporation if the

shareholder(s) of the Corporation specifically provided that such bylaw is not subject to amendment or repeal by the board of directors.

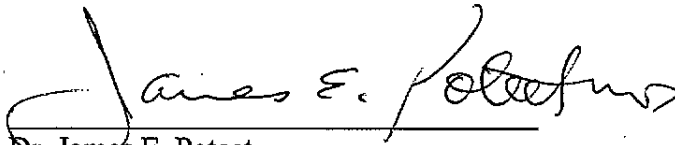
Dated: February 5, 1998



Peter S. Partee, Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for The Shops of Grayton, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I hereby state that I am familiar with and agree to accept the duties and responsibilities of registered agent for the Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of such duties and responsibilities, including without limitation Section 607.0505 of the Florida Statutes.

  
Dr. James E. Poteet

**ACKNOWLEDGEMENT**

STATE OF

Alabama

COUNTY OF

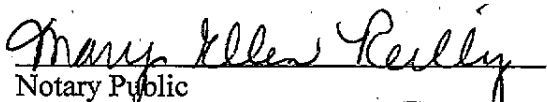
Mobile

FILED  
98 FEB 10 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BEFORE ME personally appeared Dr. James E. Poteet who is personally known to me or produced a driver's license as identification and acknowledged before me that he executed the foregoing Articles of Incorporation as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at Mobile, Al,  
this 9th day of February, 1998.

SEAL:

  
Notary Public

My Commission Expires 8/11/99