



FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 1:32

I, THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, DO HEREBY FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I NAME

THE NAME OF THE CORPORATION IS

TOD SHAW INC.

THE ARTICLE II NATURE OF BUSINESS

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS INITIALLY ORGANIZED SHALL CONSIST OF THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH BUSINESSES MAY BE INCORPORATED UNDER AND PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE III DURATION OF THE CORPORATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE IS SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES COMMON STOCK, OF A SINGLE CLASS, HAVING PAR VALUE OF \$1.00 PER SHARE, FULLY PAID AND NON-ASSESSABLE. THE AMOUNTS TO BE PAID FOR THE ISSUANCE OF SUCH STOCK, IN MONEY, PROPERTY, OR SERVICES AT A JUST VALUE, SHALL BE FIXED BY THE BOARD OF DIRECTORS. THE CAPITAL STOCK OF THE CORPORATION SHALL BE PURCHASED, SOLD, ISSUED, ASSIGNED OR OTHERWISE TRANSFERRED ONLY IN ACCORDANCE WITH THE BY-LAWS. A LIEN IS RESERVED IN FAVOR OF THIS CORPORATION UPON ITS CAPITAL STOCK FOR ANY INDEBTEDNESS WHICH MAY BE DUE BY ANY HOLDER OF THE SAME TO THIS CORPORATION, AND SAID LIEN SHALL BE SUPERIOR TO ALL OTHER LIENS OR CLAIMS OF EVERY CHARACTER.

ARTICLE V ADDRESS OF REGISTERED OFFICE

• THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION WITHIN THE STATE OF FLORIDA IS 555 WESTMORELAND RD., DAYTONA BEACH, FL 32114-2423, AND THE NAME OF ITS INITIAL REGISTERED AGENT WITH SUCH ADDRESS IS WM. M. FOSTER. THE BOARD OF DIRECTORS MAY FROM TIME TO TIME REMOVE THE REGISTERED OFFICE TO ANY OTHER STREET ADDRESS IN FLORIDA, AND DESIGNATE OTHER PERSONS AS ITS REGISTERED AGENTS, PROVIDED THAT THE REGISTERED AGENT SHALL MEET THE REQUIREMENTS OF LAW.

ARTICLE VI BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE A BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN TWO (2) PERSONS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN TWO (2). NOTHING IN THESE ARTICLES, HOWEVER, SHALL BE CONSTRUED TO PROHIBIT THE BOARD FROM DESIGNATING ONE OF ITS MEMBERS AS AN EXECUTIVE COMMITTEE, WITH FULL POWERS TO ACT FOR AND IN BEHALF OF THE DIRECTORS FOR SUCH PERIOD AND UPON SUCH TERMS AS THE BY-LAWS MAY PROVIDE.

THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS AS FOLLOWS:  
PHILLIP T. SHAW (PRES.) P.O. BOX 1832, NEW SMYRNA BEACH,  
FLA. 32170-1832  
DEBORAH L. SHAW, (DIR.) P.O. BOX 1832, NEW SMYRNA BEACH,  
FLA. 32170-1832  
JUDY CARITHERS, (DIR.) 526 N. DIXIE FREEWAY, NEW SMYRNA  
BEACH, FLA. 32168

ARTICLE VII INCORPORATORS

THE PERSON WHO HAS SIGNED AND DELIVERED OR REQUESTED TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, STATE OF FLORIDA, IS THE INCORPORATOR OF THIS CORPORATION, WHOSE NAME AND ADDRESS IS WM. M. FOSTER, 555 WESTMORELAND RD., DAYTONA BEACH, FL 32114.

IN WITNESS WHEREOF, EACH INCORPORATOR NAMED IN THESE ARTICLES HAS SIGNED THESE ARTICLES OF INCORPORATION.

Wm. M. Foster

STATE OF FLORIDA

COUNTY OF VOLUSIA

PERSONALLY APPEARED WM. M. FOSTER, TO ME KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING INSTRUMENT AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THE SAME.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL IN THE STATE AND COUNTY AFORESAID, THIS 4th DAY OF February, 1997.

Helen Howington  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



**HELEN HOWINGTON**  
COMMISSION # CC 478708  
EXPIRES JUL 19, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

ARTICLE VIII ADDRESS OF CORPORATION

TOD SHAW INC.  
P.O. BOX 1832  
NEW SMYRNA BEACH, FL 32170-1832

FILED STATE  
SECRETARY OF CORPORATIONS  
98 FEB 16 PM 1:32

DESIGNATION OF  
REGISTERED OFFICE AND REGISTERED AGENT

TOD SHAW INC.

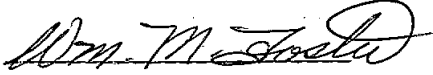
THE ABOVE NAMED CORPORATION DOES HEREBY DESIGNATE  
WM. M. FOSTER, AN INDIVIDUAL, RESIDENT OF THE STATE OF  
FLORIDA, WHOSE STREET ADDRESS IS: 555 WESTMORELAND RD.,  
DAYTONA BEACH, FL 32114-2423 AS ITS REGISTERED AGENT  
WITHIN THE MEANING OF THE FLORIDA GENERAL CORPORATION  
ACT, AND FURTHER DESIGNATES WM. M. FOSTER, 555 WESTMORELAND  
RD., DAYTONA BEACH, FL 32114-2423 AS ITS REGISTERED OFFICE.



WM. M. FOSTER

ACCEPTANCE OF APPOINTMENT  
OF REGISTERED AGENT

THE UNDERSIGNED HAS BEEN APPOINTED AS REGISTERED  
AGENT OF: TOD SHAW INC.  
AND DOES HEREBY ACCEPT THAT APPOINTMENT, AND AGREES TO  
ACT AS SUCH.



WM. M. FOSTER