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ATTORNEYS AT LAW

250 S. MAIN AVENUE

GROVELAND, FLORIDA 34736-0057

JULIA R. LAW  
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February 10, 1998

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

Re: Schoenthaler's, Inc.

400002431384--9  
-02/16/98--01073--006  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,



JULIA R. LAW

JRL/bs

Enclosures

FILED  
98 FEB 16 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROOK FEB 16 1998

## ARTICLES OF INCORPORATION

OF

### SCHOENTHALER'S INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby sets forth their intention to form a corporation under the laws of the State of Florida.

#### ARTICLE I

The name of this corporation is SCHOENTHALER'S, INC.

#### ARTICLE II

This corporation shall exist perpetually.

#### ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

#### ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE V

The registered office of this corporation in the State of Florida is 55-B Bluff Lake Road, Highway 33 North, Mascotte, Florida 34753. The Registered Agent for this corporation at this address is Jeffory Schoenthaler. The Board of Directors may from time to time move the principal office to any other address in Florida.

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TALLAHASSEE, FLORIDA

## ARTICLE VI

The corporation shall have two directors initially, whose name and address are:

JIM SCHOENTHALER, 39 North Bay Lake Avenue, Mascotte, FL 34753;

JEFFORY SCHOENTHALER, 105 West Division Street, Clermont, FL 34711.

## ARTICLE VII

The name and address of the incorporators of this corporation are:

JIM SCHOENTHALER, 39 North Bay Lake Avenue, Mascotte, FL 34753;

JEFFORY SCHOENTHALER, 105 West Division Street, Clermont, FL 34711.

## ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a three-quarters majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## ARTICLE IX

Shares of stock in this corporation may be transferred only as provided in the By-Laws of the corporation existing and in force at the time such transfer is desired.

  
\_\_\_\_\_  
JIM SCHOENTHALER

  
\_\_\_\_\_  
JEFFORY SCHOENTHALER

STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY THAT ON THIS DAY BEFORE ME, a Notary Public,  
duly authorized in the State and County named above to take acknowledgments,  
personally appeared JIM SCHOENTHALER and JEFFORY SCHOENTHALER,  
who are personally known to me to be the incorporators in the foregoing Articles  
of Incorporation, and acknowledged that they subscribed to these Articles of  
Incorporation

WITNESS my hand and seal in the County and State named above this  
10<sup>th</sup> day of February, 1998.

Beverly S. Staples  
Notary Public



BEVERLY S. STAPLES  
MY COMMISSION # CC426028 EXPIRES  
January 15, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS  
AND DIRECTORS.**

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**The following is submitted, in compliance with Chapter 607.034, Florida Statutes:**

SCHOENTHALER'S, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 55-B Bluff Lake Road, Highway 33 North, in the City of Mascotte, County of Lake, State of Florida, has named JEFFORY SCHOENTHALER, located at 105 West Division Street, in the City of Clermont, County of Lake, State of Florida, as its agent to accept service of process within this state.

**OFFICERS:**

Name	Title	Specific Address
JEFFORY SCHOENTHALER	President	105 West Division Street Clermont, Florida 34711
JIM SCHOENTHALER	Secretary	39 North Bay Lake Avenue Mascotte, Florida 34753

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**DIRECTORS:**

Name	Specific Address
JIM SCHOENTHALER	39 North Bay Lake Avenue Mascotte, Florida 34753
JEFFORY SCHOENTHALER	105 West Division Street Clermont, Florida 34711

BY:   
Jeffory Schoenthaler, Corporate Officer

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

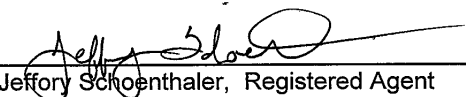
  
Jeffory Schoenthaler, Registered Agent

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,  
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER  
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT  
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE  
OF FLORIDA.

1. The name of the corporation is SCHOENTHALER'S, INC.
2. The name and address of the registered agent and office is JEFFORY  
SCHOENTHALER, 55-B Bluff Lake Road, Highway 33 North, Mascotte, Florida 34753.

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete  
performance of my duties, and I am familiar with and accept the obligations of my  
position as registered agent.

  
\_\_\_\_\_  
Jeffory Schoenthaler, Registered Agent

Date: 2-10-98

**FILED**  
98 FEB 16 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA