

POOR RICHARD'S INC

RICHARD MARTIN

MGMT. Inc.

P98000016830

RICHARD MARTIN REALTY

Reg. Real Estate Broker

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Martin & Assoc.

(813) 527-8855

307 62nd Avenue North

St. Petersburg, FL 33702

February 13, 1998

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\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

RE: R. E. Martin Enterprises, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation to be filed for a new corporation - R. E. Martin Enterprises, Inc. Also enclosed is our check in the amount of \$122.50 for filing fees, including a certification statement for the new corporation.

Sincerely,



Richard E. Martin

enclosures - Articles of Incorporation  
Check - \$122.50

FILED  
98 FEB 19 PM 2:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 20 1998

ARTICLES OF INCORPORATION

OF

R. E. MARTIN ENTERPRISES INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I  
NAME

The name and address of this corporation shall be

R. E. Martin Enterprises, Inc.  
307 62nd Avenue N.  
St. Petersburg, FL 33702

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 750 shares of common stock (each with a par value of \$1.00).

ARTICLE IV  
Subscribers, Incorporators & Directors

The name and address of the subscriber and Incorporator is:

Patricia Claycomb                      2435 US 19, Suite 610  
Holiday, FL 34591

The name and address of the Director(s) are:

Richard E. Martin III                  307 62nd Avenue North  
St. Petersburg, FL 33702

ARTICLE V  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLE VI  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII  
Directors

A. The business of the corporation shall be managed initially by a Board consisting of one (1) director. The number of directors may be increased or decreased, as provided in the bylaws, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

ARTICLE VIII  
Effective Date

The date that corporate existence shall begin shall be March 1, 1998. this election is pursuant to Florida Statute 607.0123.

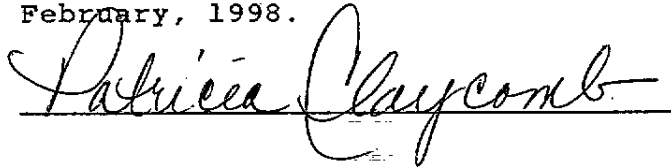
ARTICLE IX  
Registered office and Registered Agent

The address of the initial registered office of this corporation is 307 62nd Avenue N., St. Petersburg, FL 33702. The name of the Registered Agent of this corporation is Richard E. Martin III, at the above office address.

ARTICLE X  
Bylaws

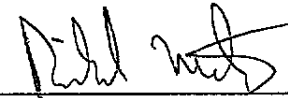
Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 13th day of February, 1998.

  
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ACCEPTANCE

I hereby accept appointment as Registered Agent of R. E. Martin Enterprises, Inc., dated this 13th day of February, 1998.

  
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**FILED**  
98 FEB 19 PM 2:22  
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TALLAHASSEE, FLORIDA