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GURNEY & HANDLEY, P. A.
P. O. BOX 1273
ORLANDO, FLORIDA 32802

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-02/23/98-01109-002
****245.00 ****122.50

City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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- Walk in Pick up time _____ Certified Copy
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 10:17

Examiner's Initials

2-25-98
WLS

ARTICLES OF INCORPORATION
OF
CONWAY WAREHOUSES, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 FEB 23 AM 10:18

We, the undersigned Incorporators, for the purpose of forming a Corporation under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I

The name of this Corporation is **CONWAY WAREHOUSES, INC.**

ARTICLE II

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The street address of the initial registered office of this Corporation is 1870 Aloma Avenue, Winter Park, Florida 32792, and the name of the initial registered agent of this Corporation at that address is **Randall E. McCall**.

ARTICLE V

The street address of the principal place of business and

mailing address of this Corporation shall be 1870 Aloma Avenue, Winter Park, Florida 32792 and the mailing address of this Corporation shall be 1870 Aloma Avenue, Winter Park, Florida 32792.

ARTICLE VI

The names and addresses of the persons signing these Articles of Incorporation as Incorporators are:

<u>Name</u>	<u>Address</u>
Randall E. McCall	1870 Aloma Avenue Winter Park, Florida 32792

ARTICLE VII

This Corporation shall have two (2) Directors initially. The number of Directors of this Corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the Directors, but shall never be less than one (1). The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

<u>Name</u>	<u>Address</u>
Hollis O. McCall	1870 Aloma Avenue Winter Park, Florida 32792
Beverly J. McCall	1870 Aloma Avenue Winter Park, Florida 32792

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or

repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred on shareholders herein is granted subject to this reservation.

ARTICLE IX

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation or any warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may

also be waived by a written waiver signed by the Shareholder.

I, the Incorporator of this Corporation, have executed these Articles of Incorporation this 19th day of FEBRUARY, 1998.



Randall E. McCall

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 19th day of February, 1998, by Randall E. McCall who is personally known by me and who did not take an oath.



KIMBERLY JEAN BOREN
My Commission CC497018
Expires Sep. 20, 1999


Notary Public - State of Florida

My Commission Expires: Sept 20, 1999

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is CONWAY WAREHOUSES, INC.
2. The name and street address of the registered agent and office is Randall E. McCall, 1870 Aloma Avenue, Winter Park, Florida 32792.

DEM.C

Signature

SECRETARY

Title

FEBRUARY 19, 1998

Date

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.

DEM.C

Signature

FEBRUARY 19, 1998

Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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