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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 26, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

ATTENTION: **Carolyn Batten, Document Specialist**

RE: **J. Ellis Mahan Company**  
**Your Reference Number W98000003996**

700002436687-7  
-02/20/98-01096-013  
\*\*\*122.50 \*\*\*122.50

Dear Ms. Batten:

In response to your letter of February 23rd, a copy of which is enclosed, I am enclosing the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) with a new name which hopefully will not be in conflict.


I have previously forwarded my check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Certificate of Registered Agent	35.00

**TOTAL: \$ 122.50**

Please return to me a certified copy of the Charter. Thank you for your cooperation in this matter.

Sincerely yours,

  
Michael J. Cooper

MJC/rw

Enclosures: Photocopy of FDS 2/23/98 letter  
Original Charter  
Photocopy of Charter

xc: Mr. Joseph E. Mahan,  
J. Ellis Mahan Company

CB  
2-27-98

## ARTICLES OF INCORPORATION

OF

### J. ELLIS MAHAN COMPANY

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

#### ARTICLE I - NAME

The name of the corporation is J. ELLIS MAHAN COMPANY with a mailing address of 3441 South Pine #17, Ocala, Florida 34471.

#### ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

#### ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is Seven Thousand Five Hundred (7,500) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

#### ARTICLE V - REGISTERED OFFICE

The street address of the initial principal office and registered office of the corporation is: 3441 South Pine #17, Ocala, Florida 34471. The name of its initial Registered Agent is JOSEPH E. MAHAN.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The name and address of the initial director(s) is/are:

**JOSEPH E. MAHAN, 3441 South Pine #17, Ocala, Florida 34471**

#### ARTICLE VII - INCORPORATORS

The name and address of the incorporator(s) is/are:

**JOSEPH E. MAHAN, 3441 South Pine #17, Ocala, Florida 34471**

#### ARTICLE VIII

This corporation is a small business corporation within the meaning of Section 1244 of the Internal Revenue Code and as soon as is practicable this corporation shall adopt a Section 1244 offering plan.

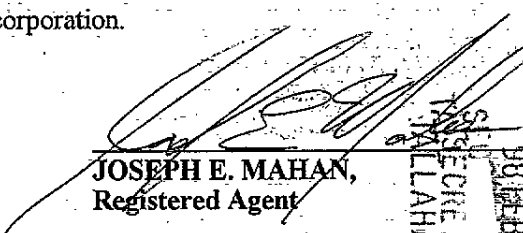
### ARTICLE IX - PRE-EMPTIVE RIGHTS

The shareholder(s) may adopt, by written agreement, a plan providing for pre-emptive rights as to the issuance, sale or transfer of any stock. If such agreement exists there shall be printed on the face of all stock in a legible manner proper words to notify any holder, buyer or transferee thereof of such agreement.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 19th day of February, 1998.

  
JOSEPH E. MAHAN,  
Incorporator

I, JOSEPH E. MAHAN, accept the office of Registered Agent. I am located at 3441 South Pine #17,  
Ocala, Florida 34471, the registered office of this corporation.

  
JOSEPH E. MAHAN,  
Registered Agent

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 19th day of February, 1998, by JOSEPH E. MAHAN, as Incorporator and JOSEPH E. MAHAN, as Registered Agent, who:

- A) Has produced a driver's license
- B) Did take an oath.

  
Robin R. White, Notary Public

AFFIX SEAL/EXPIRATION DATE:

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