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WALTON & TOWNSEND, P.A.  
ATTORNEYS AT LAW

KATE L. WALTON (1913-1985)  
WILLIAM L. TOWNSEND, JR.

March 26, 1998

FIRST UNION BANK BUILDING  
200 REID STREET  
P.O. BOX 250  
PALATKA, FLORIDA 32178-0250  
(904) 328-9676  
FAX (904) 325-2833

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

Re: HISTORIC MINI MALL, INC.

Dear Corporation Clerk:

Enclosed please find original and copy of the Articles of Incorporation and Certificate naming Resident Agent for the above named proposed Florida corporation. Also enclosed is our check in the amount of \$122.50 which represents payment of the filing fees, certified copy fees, and registered agent fees.

Please file the enclosed Articles of Incorporation and return a certified copy to our office.

Thank you for your assistance and cooperation in this matter.

Sincerely,

*Marilyn E. Fahner*

Marilyn E. Fahner  
Legal Assistant

MEF:ms  
Enclos. (as stated)

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-03/30/98-01103--002  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
of

***HISTORIC MINI MALL, INC.***

ARTICLE I.     NAME OF CORPORATION:

The name of the corporation will be *HISTORIC MINI MALL, INC.*

ARTICLE II.     PURPOSE OF CORPORATION:

The general purpose of the corporation is to transact any and all lawful business permitted under the laws of the State of Florida.

ARTICLE III.     TERM OF EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE IV.     CAPITAL STOCK:

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V.     INITIAL PRINCIPAL OFFICE:

The address of the initial principal office of the corporation shall be: 8855 Blanchard Avenue, Fontana, California 92335.

The Board of Directors from time to time may move the corporate office to any other address, either in or out of the State of Florida.

ARTICLE VI. REGISTERED AGENT:

The name and address of the initial registered agent is:

WILLIAM L. TOWNSEND, JR.  
200 Reid Street  
First Union Bank Building  
Post Office Box 250  
Palatka, FL 32178-0250

ARTICLE VII. INCORPORATOR:

The name and address of the incorporator signing these Articles of Incorporation is:

RUTH BURK  
8855 Blanchard Avenue  
Fontana, CA 92335

ARTICLE VIII. BOARD OF DIRECTORS:

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than twelve (12). The name and address of the initial director is as follows:

RUTH BURK  
8855 Blanchard Avenue  
Fontana, CA 92335

The person named as initial director shall hold office for the first year of existence of this corporation or until her successor is elected or appointed and have qualified, whichever shall first occur.

#### ARTICLE IX. OFFICERS OF THE CORPORATION:

The officers shall be elected by the shareholders. The names and addresses of the initial officers of this corporation are as follows:

PRESIDENT:	<b>RUTH BURK</b> 8855 Blanchard Avenue Fontana, CA 92335
SECRETARY:	<b>RUTH BURK</b> 8855 Blanchard Avenue Fontana, CA 92335
TREASURER:	<b>RUTH BURK</b> 8855 Blanchard Avenue Fontana, CA 92335

#### ARTICLE X. AUTHORIZATION TO ELECT SUB-CHAPTER S:

This corporation is authorized to elect tax treatment under Sub-Chapter S of the Internal Revenue Code.

#### ARTICLE XI. BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders.

#### ARTICLE XII. AMENDMENTS:

The corporation reserves the right to amend or repeal any

provision contained in these Articles of Incorporation, or by amendment to them, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended by a majority vote of the shares of said corporation.

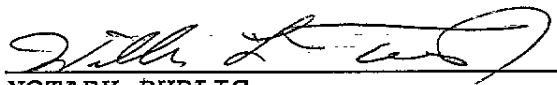
**IN WITNESS WHEREOF**, the undersigned incorporator has executed the foregoing Articles of Incorporation on this 26<sup>th</sup> day of March, 1998.

  
RUTH BURK

STATE OF FLORIDA  
COUNTY OF PUTNAM, SS:

**BEFORE ME**, a Notary Public in and for the above county and state authorized to take acknowledgements, personally appeared **RUTH BURK**, to me known to be the person described herein, or who produced the following identification \_\_\_\_\_, and who executed the foregoing Articles of Incorporation, after taking an oath, and acknowledged before me that she executed the same for the purposes therein expressed.

**WITNESS** my hand and official seal in the County and State last above written on this 26<sup>th</sup> day of March, 1998.

  
NOTARY PUBLIC

My Commission Expires:



William L. Townsend, Jr.  
MY COMMISSION # CC658455 EXPIRES  
June 24, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR SERVICE OF PROCESS, AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

of

***HISTORIC MINI MALL, INC.***

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That RUTH BURK, desiring to organize a corporation under the name of *HISTORIC MINI MALL, INC.*, under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named WILLIAM L. TOWNSEND, JR., of 200 Reid Street, First Union Bank Building, Palatka, Florida 32177, as its agent to accept service of process within this state.

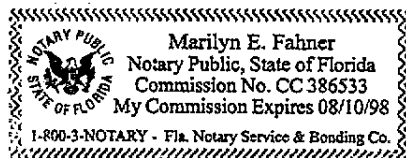
Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

  
WILLIAM L. TOWNSEND, JR.

**SWORN TO BEFORE ME** and subscribed in my presence this 26<sup>th</sup>  
day of March, 1998.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



FILED  
98 MAR 30 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA