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BRANNON, BROWN, HALEY, ROBINSON & BULLOCK, P. A.

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W. BRANTLEY BRANNON  
(1907-1985)

CLARENCE E. BROWN  
(1911-1997)

May 28, 1998

Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

200002540492-0  
-05/29/98-01030-005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Wayne Frier Home Center of Panama City, Inc.

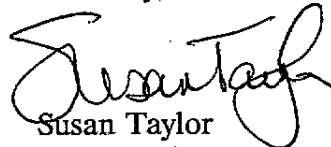
Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent in the above-referenced corporation, along with a check in the amount of \$78.75 to cover the following:

Filing Fee	\$35.00
Registered Agent Designation	35.00
Corporate Status Certificate	8.75

If you find the enclosed in proper form, please file the original and return a copy to me along with the Corporate Status Certificate.

Sincerely,

  
Susan Taylor  
Legal Assistant

st  
Enclosures

APPROVED  
AND  
FILED  
98 MAY 29 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JUN 2 1998

APPROVED  
AND  
FILED

98 MAY 29 AM 10:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**WAYNE FRIER HOME CENTER OF PANAMA CITY, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be: **WAYNE FRIER HOME CENTER OF PANAMA CITY, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: **5432 Tyndal Parkway, Springfield, Florida 32401.**

**ARTICLE III. DURATION**

The duration of this corporation is perpetual.

**ARTICLE IV. PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE V. CAPITAL STOCK**

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is 5,000 shares having a par value of \$1.00 per share.

**ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock or treasury stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of

fractional shares) at the Price at which it is offered to others.

#### **ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is William J. Haley, 10 North Columbia Street, Lake City, Florida 32055. This office shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Street Address</u>
Wayne Frier	12788 US 90 West Live Oak, Florida 32060
Matthew Wayne Frier	12788 US 90 West Live Oak, Florida 32060
Todd Daniel Frier	12788 US 90 West Live Oak, Florida 32060

Thereafter, the number of Directors may be increased or decreased from time to time, by amendment to, or in the manner provided in, the Bylaws, but shall never be less than one (1).

#### **ARTICLE IX. OFFICERS**

The names and street addresses of the initial officers are:

Matthew Wayne Frier 12788 US 90 West Live Oak, Florida 32060	President
Wayne Frier 12788 US 90 West Live Oak, Florida 32060	Vice President

Joel W. Harvard, III  
618 Pine Avenue  
Live Oak, Florida 32060

Secretary

Todd Daniel Frier  
12788 US 90 West  
Live Oak, Florida 32060

Treasurer

#### **ARTICLE X. INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is:  
William J. Haley, 10 North Columbia Street, Lake City, Florida 32055.

#### **ARTICLE XI. TRANSFER OF SHARES**

The shareholders may, by agreement, impose any reasonable restraint on transfer or alienation of the shares of stock of this corporation.


#### **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend, or repeal the Bylaws of this corporation shall be vested in the Board of Directors; provided, however, that Bylaws adopted by the Board of Directors may be altered, amended or repealed by the shareholders entitled to vote thereon. New Bylaws may be adopted, altered, amended, or repealed by a vote of the shareholders, and the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended, or repealed by the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law or these Articles of Incorporation.

#### **ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
William J. Haley, Incorporator

STATE OF FLORIDA  
COUNTY OF COLUMBIA

BEFORE ME, the undersigned authority, on this 28<sup>th</sup> day of May, 1998, personally appeared William J. Haley, who is personally known, the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
\_\_\_\_\_



Susan Taylor  
MY COMMISSION # 00581563 EXPIRES  
November 30, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

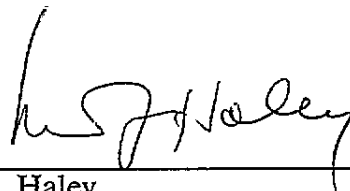
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned 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: **WAYNE FRIER HOME CENTER OF PANAMA CITY, INC.**

2. The name and address of the registered agent and office is: William J. Haley, 10 North Columbia Street, Lake City, Florida 32055.

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.



William J. Haley  
Registered Agent

Dated: May 26, 1998

98 MAY 29 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED