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May 29, 1998.

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*****70.00 *****70.00

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32301

RE: **Southern Discount, Inc.**

Dear Sir:

Enclosed are the Articles of Incorporation with my check for \$70.00 to cover the fees related to the incorporation of the above named company. Your attention to this matter is appreciated. If there are any questions, please contact **Ralph S. Kight (941) 633-9441.**

Thank you.

Sincerely,

x *Ralph Sight*

**Ralph S. Kight
3019 Windsor Circle
Crestview, FL 32539**

FILED
98 JUN -4 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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6/8

ARTICLES OF INCORPORATION

OF

Southern Discount, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

Southern Discount, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activities or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be as follows: Ten Thousand (10,000) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida shall be: **Southern Discount, Inc. 3019 Windsor Circle, Crestview, FL 32539.** The board of directors may from time to time move the principal office to any other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

At all times during which this corporation is authorized to have two director(s), the term "board of directors" as used herein shall mean the two director(s) of this corporation.

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors as directors and as officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions to permit contracts or other transactions between the corporation and one or more of its directors individually or business in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The names and street addresses of the members of the first board of directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ralph S. Kight	3019 Windsor Circle Crestview, FL 32539
Michael A. Wentworth	10949 Park Avenue Bonita Springs, FL 34135

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the office registered for the corporation shall be c/o Southern Discount, Inc., 3019 Windsor

Circle, Crestview, FL 32539. The initial registered agent shall be Ralph S. Kight.


ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation.

IN WITNESS WHEREOF, WE the undersigned subscribers, have hereunto set our hand and seal, this 1 day of JUNE, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and do thereby make and file in the office of the secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.



Ralph S. Kight



Michael A. Wentworth

STATE OF FLORIDA COUNTY OF LEE

I hereby certify that on this day, before me, a notary public, duly authorized in the state and county named above to take acknowledgments, personally appeared

Ralph S. Kight and Michael A. Wentworth

known to be the person(s) described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named

above this 1 day of JUNE, 19 98.

Carol J. Henke
NOTARY

PRODUCED FL DRIVERS LICENSE #W536-541-67-224-0
AND FL. DRIVERS LICENSE #K230-737-62-428-0



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

The name of the corporation is:

Southern Discount, Inc.

The name and address of the registered agent and office is:

Ralph S. Kight
3019 Windsor Circle
Crestview, FL 32539

SIGNATURE

Ralph S. Kight
(CORPORATE OFFICER)

TITLE

PRESIDENT

DATE

6/1/98

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.

SIGNATURE

Ralph S. Kight

DATE

6/1/98

Carol J. Henke
NOTARY

MY COMMISSION EXPIRES

PRODUCED FL. DRIVERS

LICENSE #K230-737-62-428-0



CAROL J. HENKE
COMMISSION # CC 490332
EXPIRES OCT 08, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.