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RICHARD P. MARKS (1876-1942)  
SAM R. MARKS (1885-1973)  
HARRY T. GRAY (1890-1975)  
FRANCIS P. CONROY II (1912-1991)  
DELBRIIDGE L. GIBBS (1917-1992)

1200 RIVERPLACE BOULEVARD  
SUITE 800  
JACKSONVILLE, FLORIDA 32207

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Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

200002571162--1  
-06/24/98--01066--004  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Steven Smith Holding's, Inc.

Secretary of State:

Enclosed are the Articles of Incorporation and Registered Agent's Certificate of Steven Smith Holding's, Inc. for filing. Also enclosed is a check in the amount of \$122.50 representing the filing fee and costs for a certified copy.

Please return the certified copy of the Articles to this office in the envelope enclosed herewith. Thank you for your assistance in resolving this matter.

Sincerely,

*Donald L. Dempsey II*  
Donald L. Dempsey II

FILED  
98 JUN 24 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

200002571162  
JUN 25 1998

ARTICLES OF INCORPORATION  
OF  
STEVEN SMITH HOLDING'S, INC.

FILED  
98 JUN 24 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of this corporation is STEVEN SMITH HOLDING'S, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of and engaging in and transacting in complete retail business and any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1200 River Place Boulevard Suite 800, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is Donald L. Dempsey II. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The name and address of the initial Director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN O. SMITH	312 FOXRIDGE ROAD, ORANGE PARK, FLORIDA 32065

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN O. SMITH	312 FOXRIDGE ROAD, ORANGE PARK, FLORIDA 32065

## ARTICLE VIII.

### BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

## ARTICLE IX

### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

## ARTICLE X

### SUBSCRIPTION

As of and by the execution of these Articles of Incorporation by the Incorporator, in consideration of the filing of and the premises and covenants contained in these Articles of Incorporation, the Incorporator hereby subscribes to purchase 50 shares of Common Stock at \$1.00 per share, for a total purchase price for Incorporator of \$50.00, to be paid as shall be determined by the Board of Directors.

ARTICLE XI

INITIAL PRINCIPAL PLACE OF BUSINESS

The Initial principal place of business for this corporation will be 312 FOXRIDGE ROAD, Orange Park, FL 32065.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 5 day of June 1998.

Steven O. Smith (SEAL)  
STEVEN O. SMITH, Incorporator

STATE OF FLORIDA)  
COUNTY OF DUVAL )

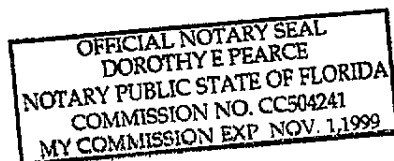
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of June 1998 by Steven O. Smith, who is personally known to me or who has produced FL Driver License # S530-794, <sup>60-134-D</sup> as identification.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 9<sup>th</sup> day of June 1998.

NOTARY PUBLIC:

Dorothy E Pearce

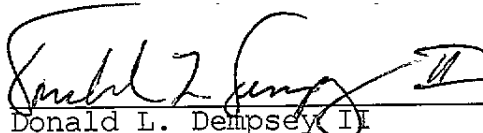
Print Dorothy E. Pearce  
My Commission No. \_\_\_\_\_  
State of Florida at Large (Seal)  
My Commission Expires: \_\_\_\_\_



CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
STEVEN SMITH HOLDING'S, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon STEVEN SMITH HOLDING'S, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1200 River Place Boulevard, Jacksonville, Florida, 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 5th day of June 1998.

  
Donald L. Dempsey II  
Registered Agent

**FILED**  
98 JUN 24 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA