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McDANIEL & BALL, P.A.

ATTORNEYS AT LAW

1444 FIRST STREET

SARASOTA, FLORIDA 34236

(941) 952-1500

FAX (941) 953-5736

ROBERT S. McDANIEL, JR.  
CHARLES H. BALL

August 19, 1998

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

FILED  
98 AUG 31 PM 2:16  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SUBJECT: Whitaker Bayou Sales, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and a check in the amount of \$122.50 for filing fees, certified copy and designation of registered agent.

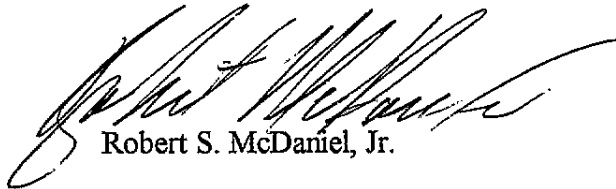
FROM: Robert S. McDaniel, Jr.  
McDaniel & Ball, P.A.  
1444 First Street  
Sarasota, Florida 34236

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\*\*\*\*122.50 \*\*\*\*122.50

(941) 952-1500

Sincerely yours,

McDANIEL & BALL, P.A.

  
Robert S. McDaniel, Jr.

RSMcD:hhl

Enclosures

CB  
9-4-98  
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**ARTICLES OF INCORPORATION**  
**OF**  
**WHITAKER BAYOU SALES, INC.**

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be **WHITAKER BAYOU SALES, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the subscribers of this corporation at any regular or special meeting.

**ARTICLE IV. EXISTENCE**

This corporation shall have perpetual existence until dissolved according to law.

**ARTICLE V. ADDRESS**

The initial street address of the principal office of this corporation is to be at 1444 First Street, Sarasota, Florida 34236.

#### ARTICLE VI. DIRECTORS

There shall be two directors of the corporation. The name and address of each director is as follows:

CLAY PALMER	1444 First Street Sarasota, Florida 34236
CHRIS LEMONAIDES	1444 First Street Sarasota, Florida 34236

#### ARTICLE VII. SUBSCRIBER

The name and address of each person signing these Articles of Incorporation as subscribers are as follows:

CLAY PALMER	1444 First Street Sarasota, Florida 34236
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#### ARTICLE VIII. REGISTERED OFFICE

The street address of the initial registered office and the name of its original registered agent is as follows:

1444 First Street Sarasota, FL 34236	CLAY PALMER
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#### ARTICLE IX. AMENDMENT

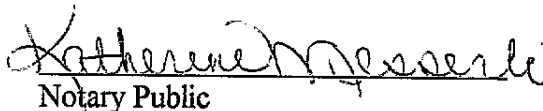
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the subscriber, proposed by him to the stockholders and approved by them at a meeting of stockholders by a majority of the stockholders entitled to vote thereon, unless all of the officers and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and  
filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27<sup>TH</sup>  
day of AUGUST, 1998.

  
CLAY PALMER

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27 day of August  
1998, by **CLAY PALMER**, who are personally known to me or have produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did/did not take an oath.

  
Notary Public

\_\_\_\_\_  
(Print Name)

My Commission Expires:

Robert S. McDaniel, Jr.  
McDANIEL & Ball, P.A.  
1444 First Street  
Sarasota, Florida 34236  
(941) 952-1500

NOTARY PUBLIC - STATE OF FLORIDA  
KATHERINE MESSERLI  
COMMISSION # CC662133  
EXPIRES 7/8/2001  
BONDED THRU ASA 1-888-NOTARY1

**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the Following is submitted:

FIRST that WHITAKER BAYOU SALES, INC., is desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1444 FIRST STREET, SARASOTA, FLORIDA, 34236, has named CLAY PALMER, located 1444 FIRST STREET, SARASOTA, FLORIDA, 34236, as its agent to accept service of process within Florida.

Dated: 8/27/98

  
Clay Palmer, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Clay Palmer, Registered Agent

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