

P98000093953
LETTER OF INTENTION TO FILE
ARTICLES OF INCORPORATION

October 1, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

200002668702--8
-10/21/98--01011--017
****122.50 *****78.75

RECEIVED
11-1-98

Dear Sir/Madam:

Enclosed find one original and one copy of the Articles of Incorporation of C&B Cash-N-Carry, Inc.

Also find enclosed a money order made payable to the Florida Department of State in the amount of \$122.50 which includes the statutory filing fee. Your assistance in establishing the corporation to be known as C&B Cash-N-Carry, Inc. is appreciated.

Respectfully,


Minor C. Catledge
President

FILED
98 NOV -5 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1998

MINOR C. CATLEDGE
854 LANDRETH ROAD
GREEN COVE SPRINGS, FL 32043

SUBJECT: C&B CASH-N-CARRY, INC.
Ref. Number: W98000023979

We have received your document for C&B CASH-N-CARRY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 298A00052063

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ARTICLES OF INCORPORATION**

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Respectfully,

Minor C. Catledge
President

*No Spade
C&B*

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, a natural person of the age of 68 years, acting as incorporator of a corporation under the laws of the State of Florida, adopt the following articles of incorporation for such corporation.

ARTICLE I - NAME

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The name of this corporation is C&B CASH-N-CARRY, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by the corporation is:

a). To acquire by purchase, lease, or otherwise, lands and interests in lands, and own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held or occupied by the corporation, buildings or other structures, public or private with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now and hereafter erected on any lands, interests in lands, any buildings, or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

b). To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

c). To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness, and execute such mortgages, transfers of corporation property, or other instruments to secure payment of corporate indebtedness as required.

d). To purchase in the corporate assets of any other corporation and engage in the same or other character of business.

e). To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

f). To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

g). To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have use, exercise and enjoy all of the general powers of like corporations.

h). To engage in any and all lawful businesses, trades, occupations and professions.

i). To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

j). To include the transaction of any or all lawful business for which the corporations may be incorporated under this chapter.

k). To purchase and sell lumber and building materials.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in the Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of the Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock which this corporation shall have authority to issue is sixty shares of common stock which shall be without par value. (No par value)

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

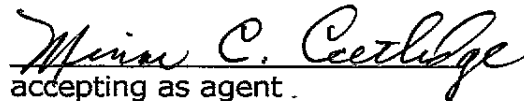
ARTICLE V - PREEMPTIVE RIGHT

There shall be no provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation.

ARTICLE VI - ADDRESS AND REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is: 854 Landreth Road, Green Cove Springs, Florida 32043.

The name of its initial registered agent at such address is Minor C. Catledge.


accepting as agent.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

Minor C. Catledge	854 Landreth Road Green Cove Springs, FL 32043
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ARTICLE VIII - INCORPORATORS

The name and address of each incorporate is:

Minor C. Catledge	854 Landreth Road Green Cove Springs, FL 32043
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ARTICLE IX - CUMULATIVE VOTING

Cumulative voting of shares of stock is authorized.

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on November 1, 1998.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI - AMENDMENT

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

STATE OF FLORIDA)
COUNTY OF Clay

Before me personally appeared Minor C. Catledge well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me he executed the same for the purposes therein expressed.

15 Witness my hand and official seal in the County and State named above this day of October, 1998.

 Alicia DeWitt Somers
Commission # CC 739181
Expires May 3, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Alicia DeWitt Somers
Notary Public

STATE OF FLORIDA)
COUNTY OF Clay

Before me personally appeared Minor C. Catledge as Resident Agent of C&B Cash-N-Carry, Inc., to me well known to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument in the capacity and for the purpose therein expressed.

15 Witness my hand and official seal in the County and State named above this day of October, 1998.

 Alicia DeWitt Somers
Commission # CC 739181
Expires May 3, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Alicia DeWitt Somers
Notary Public