

HENRY LAWRENCE PERRY, P.A.
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PANAMA CITY, FL 32411-7334
(850) 230-6347

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****122.50 ****78.75

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

RE: ARTESIAN, INC.

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment for the filing of this document.

Thank you for your anticipated cooperation and assistance.

Very truly yours,

Henry Perry
Henry Lawrence Perry

HLP/pp

Enclosures

1/29

FILED
99 JAN 27 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
OF
ARTESIAN, INC.

FILED
99 JAN 27 PM 4:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is ARTESIAN, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be the sale of consumer goods; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to corporations by the laws of Florida and by the laws of the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 760 Jenks Avenue, Panama City, FL 32401, and the name of the initial registered agent of this corporation at that address is Weldon B. Thomas.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names of the initial directors of this corporation and the initial directors' street address are:

Elaine G. Thomas
7907 Plum Circle
Panama City, FL 32413

Kim M. Nolen
1918 Baker Court
Panama City, FL 32402

Weldon B. Thomas
7907 Plum Circle
Panama City, FL 32413

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

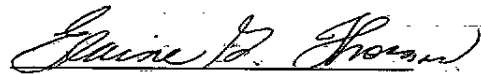
ARTICLE VIII - INCORPORATORS

The names and address of the persons signing these Articles are: Elaine G. Thomas, 7907 Plum Circle, Panama City, FL 32411, Kim M. Nolen, 1918 Baker Court, Panama City, FL 32402 and Weldon B. Thomas, 7907 Plum Circle, Panama City, FL 32413.

ARTICLE IX - AMENDMENT

The 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on the 30TH day of DECEMBER, 1998.


ELAINE G. THOMAS,
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared ELAINE G. THOMAS, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 30TH day of DECEMBER, 1998.

Deborah K. Sowell
NOTARY PUBLIC

My Commission Expires:



Kim M. Nolen
KIM M. NOLEN,
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared KIM M. NOLEN well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 30TH day of DECEMBER, 1998.

Deborah K. Sowell
NOTARY PUBLIC

My Commission Expires:



Weldon B. Thomas
WELDON B. THOMAS,
Incorporator

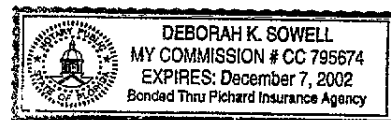
STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared WELDON B. THOMAS well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 30TH day of DECEMBER, 1998.


NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED FOR ARTESIAN, INC.**

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

That ARTESIAN, INC., desiring to organize and qualify under the laws of the
State of Florida, with its principle place of business at 7907 Plum Avenue,
Panama City, Florida 32413, has named Weldon B. Thomas located at 760
Jenks Avenue, Panama City, Florida 32401, as its agent to accept service of
process within Florida.

Dated this 30TH day of DECEMBER, 1998.


ELAINE G. THOMAS

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF ARTESIAN, INC.**

The undersigned, having been named to accept service of process for the above-named corporation, at 760 Jenks Avenue, Panama City, Florida 32401, agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

Dated this 30TH day of DECEMBER, 1998.

Weldon B. Thomas
WELDON B. THOMAS

STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me this 30TH day of DECEMBER, 1998.

Deborah K. Sowell
NOTARY PUBLIC

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE FLORIDA