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P9900000 15452

**KURT ANDREW SIMPSON**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

February 11, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000002776190--7  
-02/15/99--01143--004  
\*\*\*122.50 \*\*\*78.75

Gentlemen:

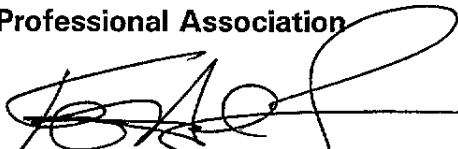
I am enclosing herewith an original and one (1) copy of the Articles of Incorporation of **JOHN GORDON SALES, INC.** Also, enclosed is my firm's check in the amount of \$122.50 representing the filing fee for the Articles of Incorporation.

Would you be kind enough to return a certified copy of the Articles of Incorporation to my attention at your early convenience.

Thanking you for your every assistance in this matter I am,

Sincerely yours,

**KURT ANDREW SIMPSON,**  
A Professional Association

  
KURT ANDREW SIMPSON

**FILED**  
99 FEB 15 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KAS/kas  
Enclosures

Dmc  
2/17/98

ARTICLES OF INCORPORATION

99 FEB 15 AM 9:30

OF

SECRETARY OF STATE  
TALLAHASSEE, FLORIDAJOHN GORDON SALES, INC.

The undersigned, acting as Sole Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST

The name of the Corporation is: **JOHN GORDON SALES, INC.**

SECOND

The period of duration of the Corporation is perpetual.

THIRD

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

FOURTH

The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue: 1,000 shares of the Capital Stock of the Corporation shall be issued for cash, inventory, goods and merchandise at a par value of \$1.00 per share.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of the Corporation.

Classes of Stock: The shares of stock of the Corporation are not to be divided into classes.

No Shares in Series: The Corporation is not authorized to issue shares in series.

FIFTH

The initial street address in Florida of the initial principle office of the Corporation is 6915 West Beaver Street, Jacksonville, Florida 32254, and the name of the initial Registered Agent is JOHN GORDON, whose address is 3254 North Lane Avenue, Jacksonville, Florida 32254.

SIXTH

The initial Board of Directors shall consist of one member who need not be a resident of the State of Florida nor a Shareholder of the Corporation.

SEVENTH

The name and address of the person who shall serve as the Director until the

first annual meeting of Shareholders, or until his successor shall have been elected and qualified is as follows:

John Gordon

3254 North Lane Avenue  
Jacksonville, Florida 32254

**EIGHTH**

The name and address of the initial Incorporator is as follows:

John Gordon

3254 North Lane Avenue  
Jacksonville, Florida 32254

**NINTH**

The name and address of the person who shall serve as the Officers until the first annual meeting of Shareholders, or until his successor shall have been elected and qualified is as follows:

John Gordon  
President/Secretary/Treasurer

3254 North Lane Avenue  
Jacksonville, Florida 32254

**TENTH**

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

**ELEVENTH**

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

**TWELFTH**

The holders of the common stock of this Corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

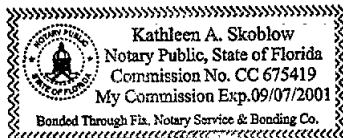
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville Beach, Duval County, Florida, this 8<sup>th</sup> day of FEB., 1999.

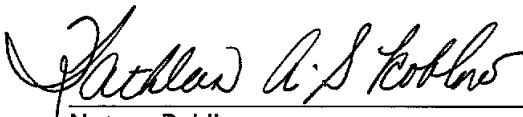
  
\_\_\_\_\_  
JOHN GORDON

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared JOHN GORDON, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 8<sup>th</sup> day of FEB., 1999.



  
\_\_\_\_\_  
Notary Public

**ACCEPTANCE**

I, the undersigned, being a citizen of Jacksonville, Duval County, Florida, do hereby accept the designation of Registered Agent of the above-named Corporation.

  
\_\_\_\_\_  
JOHN GORDON