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JERRY W. GERDE

ALLEN N. JELKS, JR.

March 23, 1999

MAYO C. JOHNSTON

(1912-1983)

WILLIAM E. HARRIS

(1923-1988)

Corporate Records Bureau  
Division Of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: SIMPLICITY HOLDING CORPORATION

400002810854- -C

-03/24/99--01060--020

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Please find enclosed herewith the original and a copy of proposed Articles of Incorporation for the new corporation to be known as SIMPLICITY HOLDING CORPORATION together with a check in favor of the Secretary of State in the amount of \$78.75 for the following fees:

Filing Fee:	\$35.00
Certified Copy	8.75
Designation of Resident Agent	<u>35.00</u>
	\$ 78.75

Please note that Article V in the Corporate Charter designates the place of business of the Corporation; and the name and address of the Registered Agent.

Your assistance in filing same would be most appreciated; please forward a certified copy of the Articles of Incorporation to me. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE & JELKS, P.A.

Jerry W. Gerde

cc: Blondell S. Wright

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FILED  
99 MAR 24 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAR 30 1999

ARTICLES OF INCORPORATION  
OF  
SIMPLICITY HOLDING CORPORATION

FILED  
99 MAR 24 AM 9:46  
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 SIMPLICITY HOLDING CORPORATION.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this Corporation shall be to do all things that now are or may hereafter be allowed to corporations by the laws of Florida even though the existing laws may hereafter be repealed.

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 \$10.00 per share.

ARTICLE V - PRINCIPAL OFFICE ADDRESS  
AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this Corporation is: 225 Maine Avenue, Panama City, Florida 32401, and the name of the initial registered agent of this Corporation is Bondell S. Wright whose address is 225 Maine Avenue, Panama City, Florida, 32401, who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation. The

street address of the registered agent of this Corporation is: 225  
Maine Avenue, Panama City, Florida, 32401.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one director initially. The  
number of directors may be either increased or diminished from time  
to time by the By-Laws but shall never be less than one. The name,  
and address of the initial director of this Corporation is:

Blondell S. Wright  
225 Maine Avenue  
Panama City, Florida 32401

ARTICLE VII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of  
this corporation of the same kind, class or series as that which  
she already holds, shall have the right to purchase her pro rata  
share (as nearly as may be done without the issuance of fractional  
shares) at the price at which it is offered to others.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles Of  
Incorporation is:

Blondell S. Wright  
225 Maine Avenue  
Panama City, Florida 32401

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 23rd day of  
March, 1999.

  
BLONDELL S. WRIGHT,  
Incorporator and Registered Agent

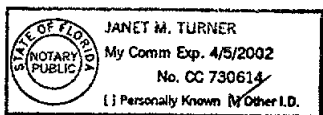
STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 23rd  
day of March, 1999 by BLONDELL S. WRIGHT, who:

[ ] is personally known to me.

[✓] produced a current driver's license as identification  
FL W623-062-35-522-0 (state and number)

[ ] produced \_\_\_\_\_ as identification



Janet M. Turner  
NOTARY PUBLIC Comm. No. \_\_\_\_\_

(Type or Print Name of Notary)  
My Commission Expires: \_\_\_\_\_

JWG:03/23/99:jmt  
c:\corp\wright.aoi  
&a:myfiles:99

FILED  
99 MAR 24 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA