

LAW OFFICE OF

JOHN MICHAEL TRAYNOR

28 CORDOVA STREET
ST. AUGUSTINE, FLORIDA 32084

JOHN MICHAEL TRAYNOR, Esq.

904 / 829-6667

P 990000 34181
April 12, 1999

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

RE: Articles of Incorporation
THE CB SHACK II, INC.

600002836826--8
-04/12/99--01134--003
*****78.75 *****78.75

Dear Sir:

I am enclosing the original and one copy of the Articles of Incorporation of the above-referenced Corporation along with the Certificate Designating a Resident Agent and a check in the amount of \$78.75 to cover filing tax, filing fees, and a certified copy of the Articles of Incorporation.

If the enclosed documents meet with your approval, I would appreciate your filing them and returning a certified copy of the Articles to me.

In the event you have any questions or need any additional information, please do not hesitate to contact me.

Thank you for your cooperation.

Sincerely,



JOHN MICHAEL TRAYNOR

JMT/kh Kelly GAVE
Enclosures

AUTHORIZATION BY PHONE TO

CORRECT R/A page

DATE 4/14/99

BOC EXAM MM

FILED
99 APR 12 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

THE CB SHACK II, INC.

FILED
99 APR 12 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is THE CB SHACK II, INC.

ARTICLE TWO

The duration of the corporation shall be perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized is to engage in the business of electronic sales, service, repairs and any and all such related enterprises, and to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do all things as are necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is 100 at One Dollar (\$1.00) per share.

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than twenty-five (25) natural persons.

ARTICLE FIVE

The initial street and mailing address of the corporation is 107 Peebles Road, Interlachen, Florida 32148.

ARTICLE SIX

The street address of the initial registered office of the corporation is 28 Cordova Street, St. Augustine, Florida 32084, and the name of the initial registered agent at such address is JOHN MICHAEL TRAYNOR, ESQUIRE.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the corporation is three (3).

The names and addresses of the persons who are to serve as the members of the initial Board of Directors are:

Ronald P. Bemis
107 Peebles Road
Interlachen, Florida 32148

Valerie J. Bemis
107 Peebles Road
Interlachen, Florida 32148

Richard Gunzy
228 Duck Blind Way
Woodlawn, Georgia 31569

They shall serve and hold office as the initial Board of Directors until the next annual meeting of the Board of Directors, or until their successors are elected and qualified.

ARTICLE EIGHT

The name and address of the incorporator is as follows:

Ronald P. Bemis
107 Peebles Road
Interlachen, Florida 32248

ARTICLE NINE

The initial officers of the corporation shall be:

Ronald P. Bemis, President
107 Peebles Road
Interlachen, Florida 32148

Richard Gunzy, Vice President
228 Duck Blind Way
Woodlawn, Georgia 31569

Valerie J. Bemis, Secretary and Treasurer
107 Peebles Road
Interlachen, Florida 32148

Executed by the undersigned at St. Augustine, Florida, this
1st day of April, 1999.

Ronald P. Bemis
RONALD P. BEMIS

**STATE OF FLORIDA
COUNTY OF ST. JOHNS**

BEFORE ME, the undersigned authority, on this day personally appeared RONALD P. BEMIS, who being first duly sworn, depose and says that he is the incorporator named in the foregoing Articles; that he has read the same, knows the contents thereof, and that the same is true and correct to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 1st day of April, 1999. RONALD P. BEMIS() is personally known to me or () has produced Dennis Greene as identification.

Karen A. Higgins
KAREN A. HIGGINS
Notary Public,
State of Florida
My commission expires:



Karen A. Higgins
MY COMMISSION # CC671410 EXPIRES
September 29, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that THE CB SHACK II, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Interlachen, County of Putnam, State of Florida, has named JOHN MICHAEL TRAYNOR, ESQUIRE, located at 28 Cordova Street, St. Augustine, Florida 32084, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


JOHN MICHAEL TRAYNOR, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA