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LAW OFFICE OF
CASSELS & McCALL

P. O. BOX 968 • 400 NW 2nd STREET • OKEECHOBEE, FL 34973 • TELEPHONE 941-763-3131 • FAX 941-763-1031 • E-MAIL mail@legal-one.com

May 14, 1999

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

Re: GALAXY WAREHOUSE, INC.
Our File No: 8743

100002877931--1
-05/18/99--01006--017
*****78.75 *****78.75

Dear Sir/Madam:

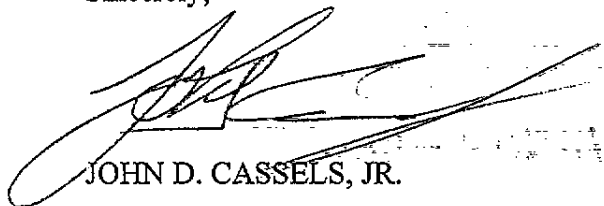
You will find enclosed herewith an *original* executed Articles of Incorporation for GALAXY WAREHOUSE, INC., along with a copy of same. Also enclosed is our firms's check in the amount of \$78.75 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating Resident Agent	\$35.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,



JOHN D. CASSELS, JR.

JDC/sl
Enclosures: As stated.
cc: Haynes E. Williams

FILED
1999 MAY 17 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1999 MAY 17 AM 9:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GALAXY WAREHOUSE, INC.**

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

ARTICLE I. NAME

The name of this corporation shall be GALAXY WAREHOUSE, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. The duration of the Corporation shall be perpetual.

ARTICLE III. PURPOSE

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.

2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

ARTICLE V. PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is: 208 N. Parrott Avenue, Okeechobee, Florida 34972. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are two (2), which number may be increased or decreased pursuant to the bylaws of the Corporation. The name and street address of each person appointed to act as Directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

HAYNES E. WILLIAMS

208 N. Parrott Avenue
Okeechobee, FL 34972

CATHY F. BARBER

208 N. Parrott Avenue
Okeechobee, FL 34972

ARTICLE VII. DIRECTORS REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. STOCKHOLDERS MEETINGS

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be considered the act of the stockholders.

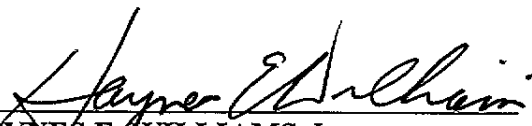
ARTICLE X. DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

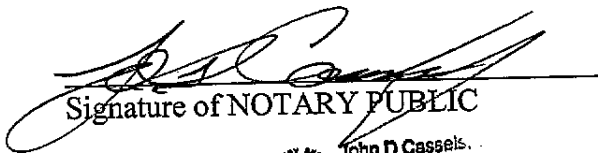
ARTICLE XI. INCORPORATOR

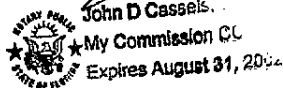
The name and street address of the incorporator is: HAYNES E. WILLIAMS, 208 N. Parrott Avenue, Okeechobee, Florida 34972.


HAYNES E. WILLIAMS, Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

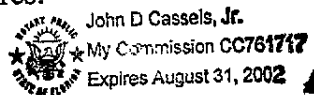
On this 13th day of May, 1999, HAYNES E. WILLIAMS designated above as the individual who shall serve as the Corporation's incorporator, ~~(X)~~ who is personally known to me, or () who has produced 17/99 as identification, personally appeared before me at the time of notarization, and , after being given the oath, acknowledged signing these Articles of Incorporation of GALAXY WAREHOUSE, INC..


Signature of NOTARY PUBLIC



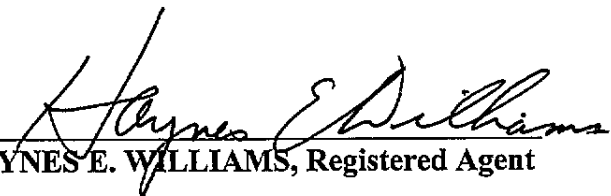
Printed Name of NOTARY PUBLIC

My commission expires:



CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

I, HAYNES E. WILLIAMS, hereby agree to be the resident agent for **GALAXY WAREHOUSE, INC.** and further hereby agree to accept any and all correspondence directed to said corporation and addressed to the registered office at 208 N. Parrott Avenue, Okeechobee, Florida 34972. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for GALAXY WAREHOUSE, INC.


HAYNES E. WILLIAMS, Registered Agent

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

On this 3rd day of May, 1999, HAYNES E. WILLIAMS designated above as the individual who shall serve as the Corporation's initial registered agent, ~~X~~ who is personally known to me, or () who has produced _____ as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing this Consent of Resident Agent for GALAXY WAREHOUSE, INC..


Signature of NOTARY PUBLIC



John D. Cassels, Jr.
My Commission CC761717
Expires August 31, 2002

Printed name of NOTARY PUBLIC
My commission expires:

FILED
1999 MAY 17 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA