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W. Richard Thoreen
Attorney & Counselor at Law

Board Certified Civil Trial Lawyer
Florida Bar Association
Michigan Bar Association

116 E. Altamonte Drive, Suite 210
Altamonte Springs, FL 32701
Telephone (407) 339-1812
Fax (407) 331-3187

June 4,
May 19, 1999

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

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-06/07/99--01118--013
*****72.50 *****72.50

Re: Corporate Filing

Dear Staff:

Please find enclosed the following for the new corporation to be known as
Fantastic Sam's of Orange City, Inc.:

1. Articles of Incorporation (original and one copy).
2. Designation and Acceptance of Registered Agent (original).
3. Check for \$72.50 - Filing Articles \$35.00; Designation of
and Acceptance by Registered Agent \$35.00.
4. Return envelope for stamped copy of Articles.

Thank you for your assistance in this matter.

Very truly yours,

W. Richard Thoreen
W. Richard Thoreen

FILED
99 JUN - 7 PM 6:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRT/ct

Enclosures

T BROWN JUN - 9 1999

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**ARTICLES OF INCORPORATION
OF
FANTASTIC SAM'S OF ORANGE CITY, INC.**

FILED
99 JUN -7 PM 6: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **BOOKER T. MCNEILL**, acting as Incorporator of a Corporation to be formed under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

CORPORATE NAME AND ADDRESS

This Corporation will be known as and shall do business under the name of and at the following address:

**Fantastic Sam's of Orange City, Inc.
2407 Enterprise Road
Orange City, Florida 32763**

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of this Corporation is perpetual. The time of commencement of its existence is immediately.

ARTICLE III

PURPOSE, POWERS AND NATURE OF BUSINESS

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or permitted under the laws of the United States. The Corporation shall have all of the

general powers listed in Section 607.0302, Florida Statutes, all of the emergency powers listed in Section 607.0303, Florida Statutes, and all other powers which are necessary, convenient or incidental to the express power or to conduct any and all business permitted under law.

ARTICLE IV

AUTHORIZED SHARES OF STOCK

The Corporation is authorized to issue one thousand (1,000) shares of stock, all of one (1) class, having a par value of One Dollar (\$1.00) per share.

ARTICLE V

BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. Directors shall be elected in accordance with the Bylaws.

ARTICLE VI

INITIAL DIRECTORS AND INCORPORATORS

The name and address of the Incorporators and initial Directors of this Corporation are as follows:

BOOKER T. MCNEILL
341 Sprucewood Road
Lake Mary, Florida 32746

VELMA R. MCNEILL
341 Sprucewood Road
Lake Mary, Florida 32746

ARTICLE VII

INFORMAL ACTION OF THE BOARD OF DIRECTORS

If all of the Directors of this Corporation, individually or collectively, consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the Board of Directors.

ARTICLE VIII

INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent for the service of process on this Corporation is as follows:

**BOOKER T. MCNEILL
341 Sprucewood Road
Lake Mary, Florida 32746**

ARTICLE IX

INFORMAL ACTION OF SHAREHOLDERS

If all of the shareholders of this Corporation, individually or collectively, consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the shareholders.

ARTICLE X

AMENDMENT OF ARTICLES

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned Incorporators, have examined and executed these Articles of Incorporation on this 4th of June, 1999.


BOOKER T. MCNEILL

**STATE OF FLORIDA
COUNTY OF SEMINOLE**

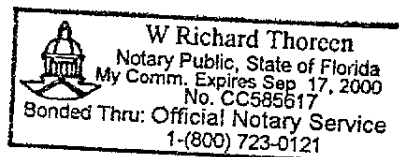
BEFORE ME, the undersigned authority, personally appeared **BOOKER T. MCNEILL**, personally known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged to and before me that they executed said instrument for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of June, 1999.



Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE/REGISTERED AGENT

FILED
99 JUN -7 PM 6: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 and 48.091, Florida Statutes, the following Corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent in the State of Florida:

1. The name and address of the Corporation is:

Fantastic Sam's of Orange City, Inc.
2407 Enterprise Road
Orange City, Florida 32763

2. The name and address of the registered agent is:

Booker T. McNeill
341 Sprucewood Road
Lake Mary, Florida 32746

HAVING BEEN NAMED AS REGISTERED AGENT, AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: 6/04/99


Booker T. McNeill