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July 21, 1999

Honorable Katherine Harris
Secretary of the State of Florida
Division of Corporations
Post Office Box 6327
409 East Gaines Street
Tallahassee, Florida 32399

FILED
99 JUL 22 AM 10:17
TALLAHASSEE, FLORIDA

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-07/23/99-01003-009
*****78.75 *****78.75

RE: Articles of Incorporation/
"WEBB'S OF COUNTRYSIDE", INC.

Dear Ms. Harris:

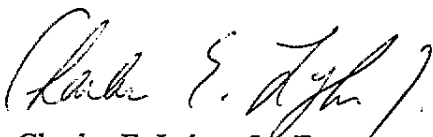
Enclosed please find for filing the executed Articles of Incorporation relating to WEBB'S OF COUNTRYSIDE, a Florida corporation. Also please find filing fees totaling \$78.75 for the following:

Filing Articles of Incorporation	\$35.00
Designated Registered Agent	35.00
Request for Certificate of Status (include corporation number)	8.75

Thank you for processing this request.

Please call if I may clarify or assist you in any way.

Very truly yours,


Charles E. Lykes, Jr., Esq.

CEL:blw

Enclosures

cc: Mr. Kernan Webb GAVE

AUTHORIZATION BY PHONE TO
CORRECT

DATE

2. BROWN III 29 1999

ARTICLES OF INCORPORATION

WEBB'S OF COUNTRYSIDE, INC.

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TALLAHASSEE, FLORIDA

The Applicant, as described below, hereby files these Articles of Incorporation of **WEBB'S OF COUNTRYSIDE**. The name of the corporation is "**WEBB'S OF COUNTRYSIDE**", INC.

ARTICLE I. DURATION.

The corporation shall be of perpetual existence.

ARTICLE II. PURPOSE.

The corporation is organized and authorized to do any lawful business.

ARTICLE III. PLACE OF BUSINESS AND MAINTENANCE OF OFFICES.

The principal place of business of the corporation is at the address of 501 South Fort Harrison Avenue; Clearwater, Florida 33756.

Within the State of Florida its registered office will be at 501 South Fort Harrison Avenue; Clearwater, Florida 33756, and its registered agent will be Kernan Webb, at that address. By his signature below, the said Kernan Webb accepts this designation.

ARTICLE IV. ISSUE AND RESTRICTION ON TRANSFER OF SHARES.

The corporation shall initially have 10,000 shares of stock with no par value. If a stockholder desires, directly or indirectly, to sell, assign, transfer, pledge as security or in any way dispose of all or a portion of his or her shares of stock, such shareholder (hereinafter called "Transferring Shareholder") shall first serve notice (hereinafter called the "Notice of Transfer") to that effect upon the Registered Agent of the corporation, stating the number of shares of Stock desired to be sold or otherwise transferred and the specific terms of such transfer and offering to transfer such shares of Stock or interest therein to the other Stockholders in accordance upon the

identical terms and conditions as proposed.

The other Stockholders shall have the first right to purchase all or any part of the shares of stock, or interest in said stock, so offered by giving notice of acceptance (specifying the number of the shares of stock to which the acceptance is applicable) to the Transferring Stockholder within thirty (30) days (hereinafter referred to as the "thirty- (30-) day option period) after receipt by the Registered Agent of the said Notice of Transfer. The shareholders optioning to exercise such option shall each have a right to buy the number of such offered shares on a pro rata basis, based upon the proportion of shares that already own when compared with the other optioning shareholders. In the event any said optioning shareholders desire to purchase less than his or her pro rata portion of such offered shares, the remaining optioning shareholders may then purchase the remaining offered shares as they may agree among themselves. Any shares not purchased by a shareholder may then be transferred.

ARTICLE V. OFFICERS TO MANAGE CORPORATION WITHOUT DIRECTORS.

The corporation shall have no directors. The current officers of the corporation are listed below with address:

President	Kernan Webb 501 South Fort Harrison Avenue Clearwater, Florida 33756
Secretary	Christopher Webb 501 South Fort Harrison Avenue Clearwater, Florida 33756

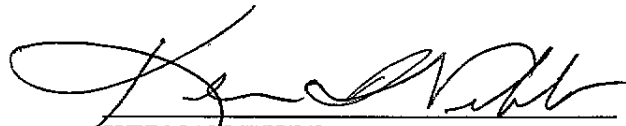
ARTICLE VI. INCORPORATOR.

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

Kernan Webb; 501 South Fort Harrison Avenue; Clearwater, Florida 33756.

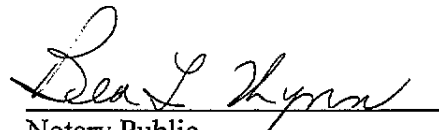
ARTICLE VII. RESERVATION OF RIGHT TO AMEND.

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

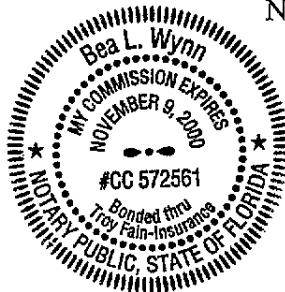

KERNAN WEBB
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, AN OFFICER empowered to administer oaths, appeared a person known to me personally to be KERNAN WEBB, who, being duly sworn, deposed and executed the foregoing for the purposes therein expressed this 21st day of July, 1999.


Notary Public


My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

WEBB'S OF COUNTRYSIDE, INC.

I, KERNAN WEBB, do hereby agree to accept the appointment and designation of
/INC.
registered agent for the corporation known as **WEBB'S OF COUNTRYSIDE**, at the address
provided above.


KERNAN WEBB

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CLERK OF STATE
TALLAHASSEE, FLORIDA