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TRANSMITTAL LETTER

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P O BOX 6327
TALLAHASSEE, FL 32314

99 NOV 12 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: MA AND PA'S PLACE INC

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF
INCORPORATION AND OUR CHECK FOR 122.50

FROM:

DUSTY ODOM

814 CHRISTY CT

NAS PENSACOLA, FL 32508

1-850-455-4267

500003043135--2
-11/12/99--01104--009
*****122.50 *****78.75

D. BROWN NOV 15 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

OF

MA AND PA'S PLACE INC.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

MA AND PA'S PLACE INC.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

789 N NAVY BLVD
PENSACOLA, FL 32507

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS:

FIVE HUNDRED (500) SHARES

ARTICLE IV REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT IS:

DUSTY ODOM
814 CHRISTY CT.
NAS PENSACOLA, FL 32508

ARTICLE V INCORPORATORS

THE NAME AND STREET ADDRESS OF THE INCORPORATORS TO THESE
ARTICLES OF INCORPORATION IS:

DANIEL J. PERRY - PRES

789 N NAVY BLVD
PENSACOLA, FL 32507

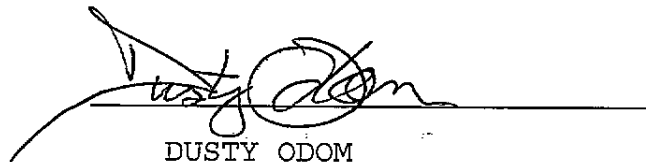
VICKY PERRY - V. PRES

789 N NAVY BLVD
PENSACOLA, FL 32507

DUSTY ODOM - SEC/TREAS

814 CHRISTY CT.
NAS PENSACOLA, FL 32508

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF
INCORPORATION THIS 10TH DAY OF NOV, 1999.



DUSTY ODOM

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS MA AND PA'S PLACE INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS

DUSTY ODOM

814 CHRISTY CT.

NAS PENSACOLA, FL 32508

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.


DUSTY ODOM

DATE Nov 11 1999