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PLEASE REPLY TO:
LAKE PLACID INTERLAKE
LAKE PLACID CENTRAL
SEBRING OFFICE

EFFECTIVE DATE
3-1-98

February 26, 1998

VIA: UPS DELIVERY
TRACKING NUMBER N300 4680 66 9

Return to
PTA ASAP

ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch
660 East Jefferson Street
Suite 200
Tallahassee, Florida 32301

900002442649--7
-02/27/98-01050-022
***122.50 ***122.50

ATTN: Barbara Keys

RE: ABC DISCOUNT APPLIANCES, INC.

Dear Barbara:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation, together with my office account check made payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Upon receipt of this letter and its enclosures, I would request that you immediately file the Articles of Incorporation. I would request that you call this office at 941/465-1551 to advise of said filing and thereafter, please mail the certificate to this office at your earliest convenience.

Thank you for your assistance in this matter. If you need any further information, please advise. Best regards,

Very truly yours,

[Signature]
J. Timothy Sheehan

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 27 PM 4:14

FILED

JTS/gl
Enclosures
xc: Client

RECEIVED
98 FEB 27 PM 12:48
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
ABC DISCOUNT APPLIANCES, INC.**

EFFECTIVE DATE
3-1-98

FILED
98 FEB 27 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation.

ARTICLE ONE

The name of the corporation is ABC DISCOUNT APPLIANCES, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual. Corporate existence shall commence as of March 1, 1998.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has authority to issue is FIVE HUNDRED (500), all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 4444 U.S. 27 South, Sebring, Florida 33870, and the initial registered agent at such address is ALAN E. PRICE. The mailing address for the corporation is 4444 U.S. 27 South, Sebring, Florida 33870.

The street address of the principal office of the corporation is 4444 U.S. 27 South, Sebring, Florida 33870.

ARTICLE SIX

The board of directors of the corporation shall consist of not more than five (5) members. The name and address of the initial board of directors are:

ALAN E. PRICE of 4444 U.S. 27 South Sebring, Florida 33870

ARTICLE SEVEN

The name and address of the incorporators are:

ALAN E. PRICE of 4444 U.S. 27 South Sebring, Florida 33870

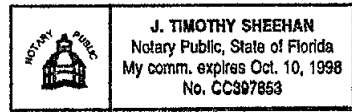
IN WITNESS WHEREOF, I have subscribed my name this 26th day of February, 1998.

[Signature]
ALAN E. PRICE
Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

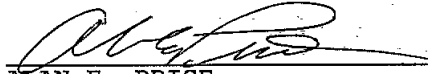
The foregoing instrument was acknowledged before me this 26th day of February, 1998, by ALAN E. PRICE, who is [] personally known me or who has [X] produced his Florida Drivers License as identification and who did [], did not [X] take an oath.

[Signature]
Printed Name: J. Timothy Sheehan
Notary Public
State of Florida at Large
My Commission Expires:



ACCEPTANCE

I agree as registered agent to accept service of process,
to keep the registered office open during prescribed hours, and to
post my name in some conspicuous place in the office as required by
law.



ALAN E. PRICE
Registered Agent

FILED
98 FEB 27 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA