

**FINANCIAL
BASICS**

May 10, 2000

P00000049399

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

Attention: New Filings Department

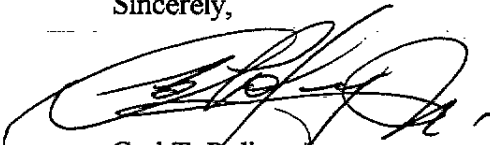
Re: Articles of Incorporation and Certificate
Priced Right, Inc.

800003252998--6
-05/15/00--01144--009
*****78.75 *****78.75

To Whom It May Concern:

Enclosed herein you will find a check in the amount of \$78.75, representing the charge for filing fees and a certified copy of the above Articles of Incorporation for **Priced Right, Inc.** Please file the enclosed Articles and assign a document number. If you require telephone contact, please feel free to call me at telephone number indicated on this letterhead.

Sincerely,



Carl T. Poling, Jr.

/ctp

Enclosures: Check #2590
Articles of Incorporation

FILED
00 MAY 15 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CD
5-18-00

**ARTICLES OF INCORPORATION
OF
PRICED RIGHT, INC.**

FILED
00 MAY 15 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

1. The name of the Corporation is PRICED RIGHT, INC.

ARTICLE II-EFFECTIVE DATE AND DURATION

2. The effective date of incorporation shall be upon the filing of these ARTICLES OF INCORPORATION. The period of its duration is perpetual.

ARTICLE III-PURPOSE

3. The purpose for which the corporation is organized is to transact all lawful business for which companies may be organized under the laws of the State of Florida, and in order to properly prosecute the objects and purposes of such, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal.

ARTICLE IV-CAPITAL STOCK

4. It shall have authority to issue one thousand [1,000] shares, all of one class, One Dollar [\$1.00] par value.

**ARTICLE V-PRINCIPAL OFFICE
AND MAILING ADDRESS**

5. The address of the Principal Office of the Corporation, as well as its mailing address, is 2950 Cavel Street, Melbourne, Florida 32904.

ARTICLE VI-INITIAL REGISTERED OFFICE
AND AGENT

6. The address of its initial registered office is 2950 Cavel Street, Melbourne, Florida 32904. The name of its initial registered agent at such address is Bernard L. Stonestreet.

ARTICLE VII-DIRECTORS

7. The number of Directors constituting its initial Board of Directors is one [1] whose name and address is:

Bernard L. Stonestreet
2950 Cavel Street
Melbourne, Florida 32904

The number of Directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one [1].

ARTICLE VIII-INCORPORATOR

8. The name and address of the sole incorporator of the corporation is: Bernard L. Stonestreet, 2950 Cavel Street, Melbourne, Florida 32904.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 12 day of May, 2000.

Sign: 

Bernard L. Stonestreet
Incorporator

Print:
Bernard L. Stonestreet

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledge before me this 12th day of May, 2000, by Bernard L. Stonestreet, who is personally known to me or who has produced Drivers License as identification and who did take an oath.

Sign: Joan M. Hanna
NOTARY PUBLIC



Print: State of Florida at Large (Seal)
My Commission Expires

ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT

THE UNDERSIGNED, an individual resident of the State of Florida, has been named in Article VI of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 12 day of MAY, 2000.

Bernard L. Stonestreet
Bernard L. Stonestreet

FILED
00 MAY 15 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA