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LAW OFFICES

NICHOLAS F. TSAMOUTALES, P. A.

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SUITE G

PALM BAY, FLORIDA 32905-7538

NICHOLAS F. TSAMOUTALES

DIANA TUAL

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August 24, 2000

Secretary of State of Florida  
Corporate Records  
P. O. Box 6327  
Tallahassee, FL 32314

400003374924--9  
-08/28/00-01105-005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: APPLIANCE DIRECT INTERNATIONAL, INC.

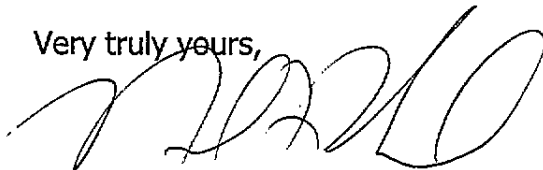
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation for the captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Please approve and file the original and return a copy of this office.

Thank you for your assistance in this matter.

Very truly yours,



Nicholas F. Tsamoutales

/rn

Encls.

FILED  
00 AUG 28 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Rt 8/30/00

ARTICLES OF INCORPORATION  
OF  
**APPLIANCE DIRECT INTERNATIONAL, INC.**

FILED  
00 AUG 28 PM 3: 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED subscriber of these Articles of Incorporation, a natural person, competent to contract, forms a corporation under the laws of the State of Florida, and further agrees to the following conditions of said corporation.

ARTICLE I

NAME

The name of the corporation is: **APPLIANCE DIRECT  
INTERNATIONAL, INC.**

ARTICLE II

DURATION

This corporation shall have perpetual existence commencing the date of the filing of these Articles.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transaction of any or all lawful business.

#### ARTICLE IV

##### AUTHORIZED STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of one cent (\$.01) per share.

#### ARTICLE V

##### VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI

##### INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 397 N. Babcock Street, Melbourne, Florida 32935, and the name of the initial registered agent of this corporation is Nicholas F. Tsamoutales, 1900 Palm Bay Road, NE, Suite G, Palm Bay, FL 32905.

#### ARTICLE VII

##### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial Director of this corporation is:

SAM PAK

321 Sandhurst Drive  
Melbourne, FL 32940

ARTICLE VIII

INCORPORATOR

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

SAM PAK

321 Sandhurst Drive  
Melbourne, FL 32940

ARTICLE IX

OFFICERS

The sole officer of this corporation shall be a President, and such others as may be provided for in the By-Laws. The name of the person who is to initially serve as such officer is:

SAM PAK, President.


The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the By-Laws.

ARTICLE X

MANAGEMENT OF THE CORPORATION  
BY THE SHAREHOLDERS

All management powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under, the director of the shareholders of this corporation.

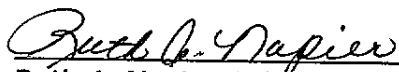
IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of August, 2000.

  
SAM PAK

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing Articles of Incorporation were acknowledged before me this 24<sup>th</sup> day of August, 2000, by SAM PAK, who is personally known to me.

  
Ruth A. Napier, NOTARY PUBLIC  
Commission Expires: 10/30/02



Ruth A. Napier  
Commission # CC 781680  
Expires OCT. 30, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

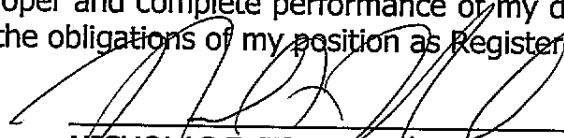
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 AUG 28 PM 3:10

FILED

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in Article VI of these Articles of Incorporation, 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.

  
NICHOLAS F. TSAMOUTALES  
1900 Palm Bay Road, NE, Suite G  
Palm Bay, FL 32905  
(321) 727-1111

Date: 8-24-00