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ACCOUNT NO. : 072100000032

REFERENCE : 823930 80706A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 7, 2000

ORDER TIME : 4:11 PM

ORDER NO. : 823930-005

CUSTOMER NO: 80706A

CUSTOMER: John B. Crowther, Esq
John B. Crowther, Esq

279 East Graves Avenue

Orange City, FL 32763

DOMESTIC FILING

NAME: CARTER-THOMPSON APPLIANCE
CENTER, INC.

EFFECTIVE DATE:

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-09/08/00--01002--022
*****70.00 *****70.00

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -7 PM 4:46

9/8/00
DIVISION OF CORPORATION
RECEIVED
00 SEP -7 PM 4:39

ARTICLES OF INCORPORATION

OF

CARTER-THOMPSON APPLIANCE CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP -7 PM 4: 47

THE UNDERSIGNED, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes and the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is CARTER-THOMPSON APPLIANCE CENTER, INC.

ARTICLE II

Duration

The term of existence of this corporation is perpetual.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

The aggregate number of shares of stock which the corporation has the authority to issue is ONE HUNDRED (100) shares, all of which shall be common shares with a par value of ONE DOLLAR (\$1.00) each. Common stock of the corporation shall be issued as "Small Business Corporation" stock, in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE V

Pre-Emptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation, and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire, shares of any such unissued or treasury shares.

ARTICLE VI

Registered Office

The street address of the initial Registered Office of the corporation is 5859 West Colonial Drive, Orlando, Florida 32808, and the name of the initial Registered Agent is WILLIAM M. THOMPSON.

ARTICLE VII

Directors

The business of the corporation shall be managed by the stockholders of the corporation rather than by a Board of Directors.

ARTICLE VIII

Incorporators

The names and addresses of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| WILLIAM M. THOMPSON | 317 Englenook Drive DeBary, FL 32713 |
| ROCIO J. THOMPSON | 317 Englenook Drive DeBary, FL 32713 |

JEFFERY L. CARTER

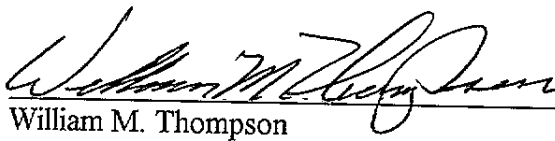
5532 Penton Place
Orlando, FL 32837

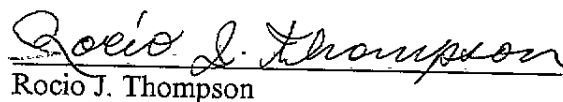
LISA R. CARTER

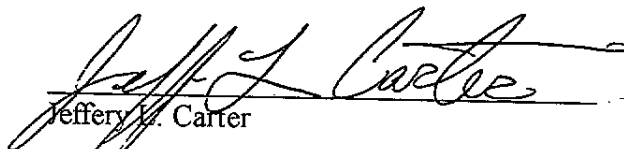
5532 Penton Place
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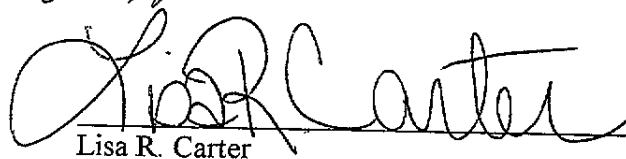
IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names, this

5 day of September, 2000.


William M. Thompson


Rocio J. Thompson


Jeffery L. Carter


Lisa R. Carter

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared WILLIAM M. THOMPSON, ROCIO J. THOMPSON, JEFFERY L. CARTER, and LISA R. CARTER, who is personally known to me or who produced FLDL#5 T512-933-43-2490, T512-730-48-754-0, C636-432-61-465-0, #C636-536-75-594 as identification, and they acknowledged that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 5th day of September, 2000.

John B. Crowther
Notary Public, State of FL

My commission expires:



John B. Crowther
MY COMMISSION # CC909629 EXPIRES
April 27, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVING PROCESS WITHIN THIS STATE AND NAMING AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

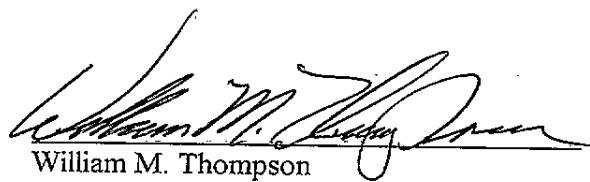
THE FOLLOWING is submitted in compliance with Chapter 48.091, Florida Statutes (2000),
as amended:

CARTER-THOMPSON APPLIANCE CENTER, INC., a corporation organizing under the
Laws of the State of Florida, with its principal office at 5859 West Colonial Drive, Orlando, Florida
32808, and its Registered Office at that same address, has named WILLIAM M. THOMPSON, as
its agent to accept process within this State.

ACCEPTANCE

HAVING BEEN NAMED to accept service of process for the above-named corporation at
the place designated as the Registered Office in this certificate, I hereby accept said designation and
agree to act in this capacity, and further agree to comply with the provisions of said statute relative
to keeping open said Registered Office.

DATED this 5th day of September, 2000.


William M. Thompson
Registered Agent

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DIVISION OF CORPORATIONS
00 SEP -7 PM 4:47