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LEE BENTON SAYLER, P.A.

FILED

ATTORNEY AT LAW

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02 FEB 20 PM 3:07

SECRETARY OF STATE
TALLAHASSEE FLORIDA

February 19, 2002

Via UPS Overnight -Tracking No. 1Z F49 705 22 1000 184 4

Secretary of State
Division of Corporations
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

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*****78.25 *****78.25

RE: ARTICLES OF INCORPORATION FOR APPLIANCE WAREHOUSE, INC.

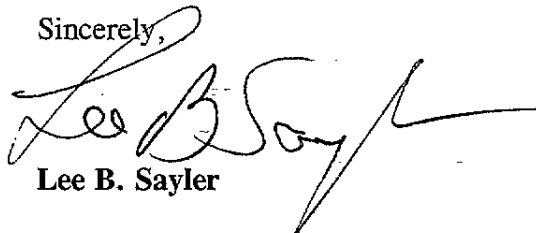
Dear Sir/Madam:

Enclosed are an original and one copy of the APPLIANCE WAREHOUSE, INC., along with a check in the amount of \$78.75 for filing.

Please return a stamped, filed copy of the Articles with the Certificate of Incorporation via UPS overnight (pre-addressed airbill and envelope provided).

Thank you for your assistance in this matter.

Sincerely,



Lee B. Sayler

LBS/jlc

Enclosures

cc: Mr. David J. Jenkins

D. WHITE FEB 22 2002
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ARTICLES OF INCORPORATION
OF
APPLIANCE WAREHOUSE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation shall be **APPLIANCE WAREHOUSE, INC.**

ARTICLE TWO

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence shall be immediately upon the filing of the Articles of Incorporation with the Secretary of State, Division of Corporations.

ARTICLE THREE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, voting common, and shall have a par value of Five Dollars (\$5.00) per share.

ARTICLE FIVE

The street address of the initial principal and registered office of the corporation is 18407 Southeast Lakeside Drive, Tequesta, FL 33469. The name of the initial registered agent at such address is Kay Whipple.

ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is

one. The number of directors may change in accordance with the Bylaws. The name and address of the director is: **DAVID J. JENKINS**, 18407 Southeast Lakeside Drive, Tequesta, FL 33469.

ARTICLE SEVEN

The name and address of the incorporator is:

Kay Whipple
18407 Southeast Lakeside Drive
Tequesta, Florida 33469

ARTICLE EIGHT

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceeding to which he may be a party or any which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE NINE

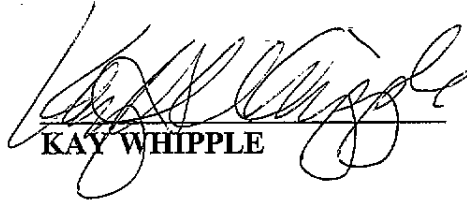
Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- (a) Any stock of any class that the corporation may issue or sell, whether or not

exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(b) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for the purchase from the corporation any shares of its stock of any class or classes.

Executed by the undersigned at Jupiter, Florida, on the 18th day of February, 2002.


KAY WHIPPLE

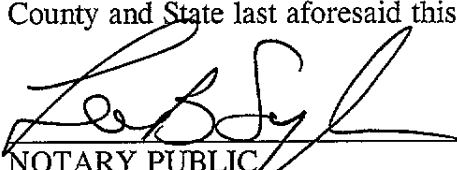
STATE OF FLORIDA
COUNTY OF PALM BEACH

I **HEREBY CERTIFY** that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, **KAY WHIPPLE** to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me, that he executed the same.

18 WITNESS my hand and official seal in the County and State last aforesaid this day of February, 2002.



Lee B. Saylor
MY COMMISSION # DD046849 EXPIRES
November 7, 2005
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing designation as Registered Agent and further state that I am familiar with and accept the obligations provided for in Chapter 607 of the Florida Statutes.

Executed this 18th day of February, 2002.


KAY WHIPPLE

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TALLAHASSEE FLORIDA