

PC 2000059908

DAVID LUTHER WOODWARD

LAWYER

111 BAYSHORE DRIVE
PENSACOLA, FLORIDA 32507-3583

MEMBER

THE FLORIDA BAR
THE STATE BAR OF TEXAS
OKLAHOMA BAR ASSOCIATION

May 29, 2002

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The Honorable Kathryn Harris
Secretary of State/State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE Incorporation of Pensacola Appliance Company II, Inc.

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Dear Madam Secretary

Enclosed please find the Articles of Incorporation of Pensacola Appliance Company II, Inc., along with a copy for certification and my client's cheque in payment of the filing fees.

Inasmuch as Pensacola Appliance Company II, Inc., will be a wholly owned subsidiary of Pensacola Appliance Company, Inc., Pensacola Appliance Company, Inc., has granted the use of the similar name to Pensacola Appliance Company II, Inc.

Should there be any question in this regard, please do not hesitate to contact me. Thanking you for your every assistance in this regard. I remain

Always sincerely,

Your obedient servant

David Luther Woodward

FILED
2002 MAY 30 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

dlw // memm

cc Mr. Robert G. Martin III
Pensacola Appliance Company, Inc.

POSTAL ADDRESS
POST OFFICE BOX 4475 • PENSACOLA • FLORIDA 32507-0475 • U.S.A.

5/30/02

FILED

EFFECTIVE DATE

5/28/02

2002 MAY 30 PM 2:57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PENSACOLA APPLIANCE COMPANY II, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation (hereinafter "Corporation") is PENSACOLA APPLIANCE COMPANY II, INC.

ARTICLE II

The existence of the Corporation shall begin on May 28, 2002.

ARTICLE III

The street address of the principal office of the Corporation is 1810 Barrancas Avenue @ Main Street, Pensacola, Florida 32501.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 111 Bayshore Drive, Pensacola, Florida 32507-3835. The initial registered agent for the Corporation at that address is David Luther Woodward.

ARTICLE VI

The initial board of directors shall consist of one (1) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
David Luther Woodward	111 Bayshore Drive Pensacola Florida 32507-3835

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
David Luther Woodward	111 Bayshore Drive Pensacola Florida 32507-3835

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on May 28, 2002.



David Luther Woodward

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PENSACOLA APPLIANCE COMPANY II, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



David Luther Woodward

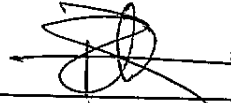
Date: May 28, 2002

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TALLAHASSEE FLORIDA

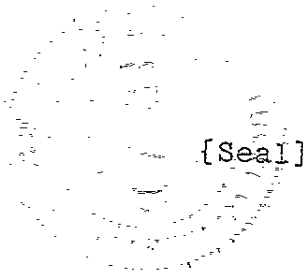
RESOLUTION
OF THE
BOARD OF DIRECTORS
OF
PENSACOLA APPLIANCE COMPANY, INC.

BE IT RESOLVED that the incorporator of PENSACOLA APPLIANCE COMPANY II, INC., be, and he is hereby granted the permission and authority to use the similar name of PENSACOLA APPLIANCE COMPANY II, INC., in the organization of that corporation.

WITNESS MY HAND AND THE SEAL OF THE CORPORATION on May 28, 2002, at Pensacola, Florida.



Robert G. Martin III
Chairman and
President



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