

PO000000 88348

Register's Name  
Kim Coody Phone 441 755-1130  
Party CROK Accounting Service  
5421 16th STREET EAST  
Bradenton FL 34203  
State ZIP

02 AUG 13 AM 10:27  
DIVISION OF CORPORATIONS

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 500007070545--9  
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\*\*\*\*\*235.25 \*\*\*\*\*78.75
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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- Walk in       Pick up time       Certified Copy  
 Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS

- Profit  
 Not for Profit  
 Limited Liability  
 Domestication  
 Other

AMENDMENTS

- Amendment  
 Resignation of R.A., Officer/Director  
 Change of Registered Agent  
 Dissolution/Withdrawal  
 Merger

OTHER FILINGS

- Annual Report  
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign  
 Limited Partnership  
 Reinstatement  
 Trademark  
 Other

SMITH AUG 15 2002

Examiner's Initials

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**ARTICLES OF INCORPORATION  
OF  
#1 DISCOUNT, INC.**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 AUG 13 AM 10:27

**ARTICLE I**

The name of this Corporation shall be known as **#1 Discount, Inc.**

**ARTICLE II**

The existence of this Corporation shall be in perpetuity.

**ARTICLE III**

The purpose of this corporation is to do any lawful business.

**ARTICLE IV**

This corporation shall have the following powers:

To exercise all powers given to a corporation under the Statutes of the State of Florida.

To exercise all powers presently or hereinafter conferred by the law upon corporations, to do any and all things to the same extent as a natural person might or could do, and to enjoy all the powers necessary and proper to effectuate the purpose of the corporation..

To have existence independent of the death or withdrawal of the members.

To sue or be sued in the corporate name.

To acquire, hold, and convey property for corporate purpose in the corporate name.

To have a seal.

To make by-laws.

**ARTICLE V**

- A. This corporation shall have only one class of stock, known as common stock.
- B. The number of authorized shares of common stock shall be 10.
- C. The par value of each share shall be \$50.00 per share.
- D. All shares issued and outstanding have the right to:
  - 1. Participate ratably in earnings by way of dividends when, as, and if declared by the Board of Directors, usually in the exercise of their discretion, out of legally available funds.
  - 2. The right to participate in the net assets, after liabilities to creditors, upon liquidation.
  - 3. The right to participate ratably in the control by one vote, non-cumulative, per share.
- E. Stock warrants may be issued from time to time to purchase authorized, but unissued, stock.

**ARTICLE VI**

The minimum capital to be paid into this Corporation before it shall commence business shall be Five Hundred Dollars. (\$500.00)

**ARTICLE VII**

This Corporation shall have no pre-emptive rights to its attaching to its common stock as to any new issue of stock prior to its offer to any other person or to the public at large.

**ARTICLE VIII**

The Board of Directors are to meet annually or more frequently, at Special Meetings called by the Chairman of the Board.

- A. Board of Directors will meet annually as set out in the by-laws. This annual Meeting may be

- held within or without the State of Florida.
- B. Special Board Meetings may be called at any time by the Chairman of the Board or acting Chairman.
  - C. Notice of any Meetings, including Special Meetings, must be on one days notice prior to such Annual or Special Meeting, through the mail or by telephone or by any other verbal or written communication.
  - D. Notice of any Board Meeting or Special Meeting shall be waived by the presence and participation of any Board Member.
  - E. Waiver of Notice requirement under Section D hereof may be made in writing before or after such meeting, whether Annual or Special.

#### ARTICLE IX

This Corporation shall have no less than one (1) Director nor more than ten (10), as set out in the by-laws.

#### ARTICLE X

The original and initial Directors of the Corporation shall be:

Najek A. Hamid

Khaled J. Allan

They shall serve in this capacity until the first annual shareholder's meeting, as set out in the by-laws.

#### ARTICLE XI

The principle place of business of this Corporation shall be :  
920 10<sup>th</sup> Avenue West, Palmetto, Florida 34221

#### ARTICLE XII

Any transaction between the Corporation and another shall not be affected because one or more of its Directors has a personal interest in the transaction or is connected with such other person.

#### ARTICLE XIII

The President of this Corporation shall be appointed by the Board of Directors and the President shall be a member of the Board, after such an appointment.

#### ARTICLE XIV

These Articles of Incorporation shall be amended from time to time by a majority vote of the stockholders.

#### ARTICLE XV

The original subscribers to the stock is as follows:

Najek A. Hamid	President	50%
Khaled J. Allan	Sec./Treasurer	50%

ARTICLE XVI

The incorporators of this incorporation are over Twenty-one years of age, are residents and citizens of the State of Florida, and they are as follows:

Najek A. Hamid	4804 Turtle Bay	Bradenton, Florida 34203
Khaled J. Allan	4832 Turtle Bay	Bradenton, Florida 34203

Their signatures are herein affixed and acknowledged.

Najek A. Hamid  
Najek A. Hamid

Khaled J. Allan  
Khaled J. Allan

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME personally appeared Najek A. Hamid & Khaled J. Allan, to me well known, and known to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me, that they executed this instrument for the purpose herein expressed.

WITNESS my hand and official seal, this 5<sup>th</sup> day of August, 2002 AD



Ruth Cook  
NOTARY PUBLIC

DESIGNATION OF RESIDENT AGENT

Pursuant to Chapter 24,091, Florida Statutes, the following is submitted in compliance with said act: #1 Discount, Inc., under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Palmetto, State of Florida, County of Manatee, has named, Khaled J. Allan, 4832 Turtle Bay, Bradenton, Florida as its Agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service or process for the above stated Corporation, at the place designated in the certificate, I hereby accept to act in this capacity with the provisions of said act, relative to keeping open said office.

Khaled J. Allan  
Khaled J. Allan  
4832 Turtle Bay  
Bradenton, Florida 34203