

P1000000/D230

Norman Gibson
(Requestor's Name)

1420 N. Madison Rd
(Address)

(Address)

Tall FL 32505
(City/State/Zip/Phone #)

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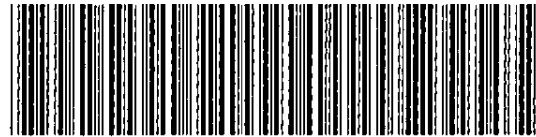
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

ATLANTA WHOLESALE CLUB INC.

FILED

10 FEB -3 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of there Articles of Incorporation is a natural person competent to contract and hereby form a corporation for profit and Chapter 607 of the Florida Statutes.

ARTICLE 1. NAME.

The name of the Corporation is ATLANTA WHOLESALE CLUB INC. (hereinafter, Corporation).

ARTICLE 2. PURPOSE OF CORPORATION.

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State Of Florida.

ARTICLE 3. PRINCIPAL OFFICE.

The address of the principal office of this Corporation is 1420 N. Meridian Rd., Tallahassee Florida, 32303.

ARTICLE 4. INCORPORATOR.

The name and street address of the incorporator (s) of this corporation is:

1. Norman Gibson.

1420 N. Meridian Rd.
Tallahassee Florida, 32303.

2. Freddie L. Marshall

1420 N. Meridian Rd.
Tallahassee Florida, 32303.

3. Mark Henry.

1420 N. Meridian Rd.
Tallahassee Florida, 32303.

4. Avonta Hickson

1420 N. Meridian Rd.
Tallahassee Florida, 32303.

ARTICLE 5. OFFICERS.

The officers of this Corporation Shall are:

1. Norman Gibson.
2. Freddie L. Marshall
3. Mark Henry
4. Avonta Hickson.

Whose addresses shall be the same as the principal office of the corporation.

ARTICLE 6. DIRECTOR(S).

1. Norman Gibson.
2. Freddie L. Marshall
3. Mark Henry.
4. Avonta Hickson.

ARTICLE 7. CORPORATE CAPITALIZATION.

7.1 The maximum number of shares that this Corporation is authorized to of common have outstanding at any time is **TEN THOUSAND (10,000)** Shares of common stock each share having the per value of **ONE CENT (\$01)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of its stock of any class, shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Bored of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to

such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board Of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8. SHAREHOLDERS RESTRICTIVE AGREEMENT.

All of the shares of stock of this corporation may be subject to a shareholders Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9. REGISTERED AGENT AND OFFICE OF THE REGISTERED.

The initial registered agent of this Corporation is Norman Gibson. The initial office of this Corporation is 1420 N. Meridian Rd, Tallahassee Florida. 32303.

ARTICLE 10. EFFECTIVE DATE.

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State Of Florida.

ARTICLE 11. BYLAWS.

The Board of Director(s) of the Corporation shall have the power,

without the assent or vote of the shareholders, to make, alter, amend or repeal the bylaws of the corporation, but the affirmative vote of a number of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12. INDEMNIFICATION.

The Corporation shall indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

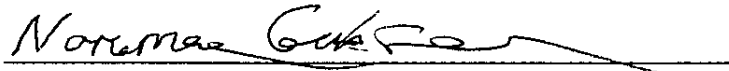
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged the foregoing Article of Incorporation under the laws of the State Of Florida, this 3rd day of February, 2010.



Norman Gibson. Incorporator.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION.

Norman Gibson, having been employed by this Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of the Registered Agent under the applicable provisions of the Florida Statutes.



Norman Gibson, Registered Agent.

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