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1/18/91 FLORIDA DIVISION OF CORPORATE PUBLIC ACCESS SYSTEM 2:14 PM

(((H95000000700))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- FL 33418-0000
TALLAHASSEE, FL 32399 CONTACT- RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694

((H95000000700))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
 NAME: SAVE WHAT'S LEFT! MERCHANDISING, INC.
 FAX AUDIT NUMBER: H95000000700 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 01/18/1995 TIME REQUESTED: 14:14:47
 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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NUM CAPS Connect: 00:28

EXPIRATION DATE

10:30 am 81.50

Carroll, J. D.

CERTIFICATE OF INCORPORATION

OF

Save What's Left Merchandising, Inc.

STATE OF FLORIDA)

COUNTY OF BROWARD)

WE, the undersigned Incorporators, each a natural person, over the age of eighteen (18) years, hereby associate themselves for the purpose of forming a corporation under the laws of the State of Florida, as a corporation for profit.

ARTICLE I

The name of the Corporation shall be:

Save What's Left Merchandising, Inc.ARTICLE II

This corporation is organized for the purpose of engaging in merchandising. The Corporation is authorized to conduct any lawful business in the State of Florida which is not prohibited by any law, rule, or regulation.

ARTICLE III

The capital stock of this corporation is authorized to be as follows: 1,000 shares of voting common stock at \$ 1.00 par value per share.

Prepared by Mary P. Blake
Scuttillo & Blake, CPA PA
8000 N. University Dr.
Ft. Lauderdale, FL 33321
(305) 721-5222

EFFECTIVE DATE
1995

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ARTICLE IV

The amount of the capital with which this organization will begin business shall not be less than \$ 100.00, which amount shall be subscribed for and paid for before said corporation shall transact any business; and all or part of the capital stock of this corporation may be payable or issued for the purpose of property, good will, labor or services at a just evaluation thereof to be fixed by the Board Of Directors of this corporation at their first meeting called for that purpose.

ARTICLE V

The term for which this corporation shall exist shall be from January 17, 1995 to perpetuity.

ARTICLE VI

The mailing address of this corporation is:

3601 N.E. 4 Avenue, Fort Lauderdale, Florida 33334

The registered agent of this corporation is:

Mary A. Blake

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ARTICLE VII

The number of directors of this corporation shall be not less than one nor more than thirty (30).

ARTICLE VIII

The names and post office addresses of the first officers and Board of Directors of this corporation, who are subject to the Board of Directors of this corporation, the By-Laws of this corporation and the Laws of the State of Florida, shall hold office for the first year of this corporations existence, or until their successors are elected and have been qualified, are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Bruce Levison	President Treasurer	3601 N.E. 4 Avenue Ft. Lauderdale, FL 33334
James Hengy	Vice President	3601 N.E. 4 Avenue Ft. Lauderdale, FL 33334
Charles DeVeney	Secretary	3601 N.E. 4 Avenue Ft. Lauderdale, FL 33334

ARTICLE IX

In furtherance and not in limitation of the powers conferred by Statute, The Board of Directors is expressly authorized:
To make, alter and amend the By-Laws of the Corporation.

WE, THE UNDERSIGNED, being each of the subscribers to the capital stock herein before named, for the purpose of forming a

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corporation to do business, both within and without the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and do, respectively, agree to take the number of shares of stock hereinbefore, set forth, and accordingly, have hereunto set our hands and seals this 17 day of January, 1995.

Mary A. Blake

Registered Agent and Subscriber

Mary A. Blake

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designation, the registered office and registered agent in the State of Florida.

1. The name of the corporation is Save What's Left Merchandising, Inc.
2. The name and address of the registered agent is:

Mary A. Blake
8000 No. University Drive
St. Louis, Mo. 63121

Mary A. Blake

Having been named as registered agent I hereby accept the appointment of registered agent to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept my obligations of my position of registered agent.

Mary A. Blake

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