

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393 FAX

CSC networks

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 530842 80575A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : January 26, 1995

ORDER TIME : 10:38 AM

ORDER NO. : 530842

CUSTOMER NO: 80575A

CUSTOMER: James L. Cottrell, Esq
COTTRELL WARCHOL MERCHANT
HELDRETH & PARSONS
Post Office Box 767

Cape Coral, FL 33910

* RUSH
WILL WAIT *

RUSH WILL WAIT

DOMESTIC FILING

XX RUSH

NAME: GOOD GUYS EQUIPMENT, INC.

800001390278
-01/26/95--01062--001
***122.50 ***122.50

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED
95 JAN 26 PM 11:38
TALLAHASSEE, FL
SECRETARY OF STATE

MAH
1-26-95

LAW OFFICES
**COTTRELL, WARCHOL, MERCHANT,
HELDRETH AND PARSONS**

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
(813) 842-0700
FAX (813) 842-8827

JAMES L. COTTRELL *
MARTHA S. WARCHOL **
WILLIAM C. MERCHANT ***
SYLVIA E. HELDRETH ****
WADE H. PARSONS, P.A.
HARVEY ROLLINGS *****

MAILING ADDRESS:
POST OFFICE BOX 787
CAPE CORAL, FLORIDA 33910

REAL ESTATE DEPT. FAX (813) 842-8880

* also admitted in Kentucky
** also admitted in Illinois
*** also admitted in Michigan
**** also admitted in California
Board Certified in Real Estate Law
***** also admitted in Alabama

January 25, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attn: Corporate Division

RE: GOOD GUYS EQUIPMENT, INC.

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

\$35.00 filing fee
\$35.00 registered agent fee
\$52.50 certified copy

Please return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Very truly yours,


James L. Cottrell

JLC/djs

Enclosures

ARTICLES OF INCORPORATION
OF

FILED

95 JAN 26 PM 11:38

GOOD GUYS EQUIPMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be GOOD GUYS EQUIPMENT, INC.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 1000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The mailing address of the corporation shall be 2309 Hancock Bridge Parkway, the City of Cape Coral, County of Lee, in the State of Florida, 33990. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) nor more than three (3) directors, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

DONALD R. JUSTICE	5260 S. Landings Drive, #1701 Fort Myers, Florida 33919
PATRICIA A. JUSTICE	5260 S. Landings Drive, #1701 Fort Myers, Florida 33919

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of the Board of Directors shall be:

DONALD R. JUSTICE Director and President
1701 S. Landings Drive, #1701
Fort Myers, Florida 33919

PATRICIA A. JUSTICE Director, Secretary and
1701 S. Landings Drive, #1701 Treasurer
Fort Myers, Florida 33919

Article IX

The name and post office address of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

DONALD R. JUSTICE 500 Shares
1701 S. Landings Drive, #1701
Fort Myers, Florida 33919

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 1633 S.E. 47th Terrace, Cape Coral, Florida, 33904, and the name of the initial registered agent of this corporation at that address is JAMES L. COTTRELL.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XI

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

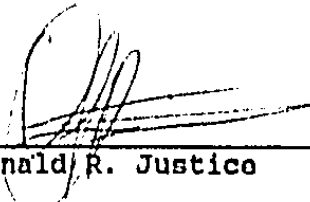
Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract,

provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

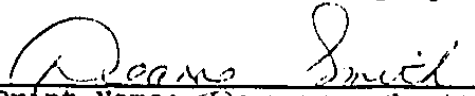
IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock

heroinbefore sat forth at the consideration stated, and accordingly
set our hands and seals at Cape Coral, Lee County, Florida, this
25th day of January, 1995.

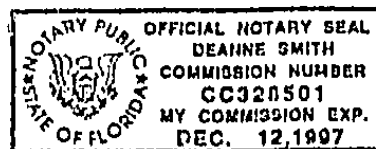

_____(Seal)
Donald R. Justice

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 25th
day of January, 1995 by DONALD R. JUSTICE, who is personally known
to me or who has produced _____ as identification,
who did not take an oath and who made and subscribed to the
foregoing Articles of Incorporation, and certifies and acknowledges
that he made and executed said certificate for the use and purposes
therein expressed.


Print Name: DEANNE SMITH
Notary Public

My commission expires:



In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First That GOOD GUYS EQUIPMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named JAMES L. COTTRELL, located at 1633 S.E. 47th Terrace, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: James L. Cottrell
James L. Cottrell,
Registered Agent

FILED
55 JUN 23 10 35
SECRET
TALLAHASSEE