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RONALD R. FIELDSTONE, P.A.\*  
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\*OF COUNSEL TO  
ADORNO & ZEDER, P.A.

OF COUNSEL  
PETER N. WEINER  
ROBERT M. SONDAK

May 17, 1995

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

400001493584  
-05/18/95--01084--014  
\*\*\*122.50 \*\*\*122.50

RE: HOME CHOICE STORES, INC.

To Whom it May Concern:

Enclosed for filing, please find an original and one copy of the Articles of Incorporation for the above named corporation together with a check in the amount of \$122.50. Please return a certified copy of the original to the undersigned in the enclosed self addressed stamped envelope.

Should you have any questions do not hesitate to contact the undersigned.

Sincerely,

Signed for Mr. Fieldstone in his  
Absence to expedite delivery  
Ronald R. Fieldstone



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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

HOME CHOICE STORES, INC.

ARTICLE I - NAME

The name of this corporation is Home Choice Stores, Inc.

ARTICLE II - PURPOSE

The corporation shall be authorized to transact all legal business of any nature.

ARTICLE III - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

| Number of Shares<br>Authorized | Par Value Per<br>Share | Class of<br>Stock |
|--------------------------------|------------------------|-------------------|
| 1,000                          | \$1.00                 | Common            |

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

200 E. Las Olas Blvd., Suite 1420  
Ft. Lauderdale, FL 33301

and the name and address of the initial registered agent of this corporation is:

| Name                 | Address                                                 |
|----------------------|---------------------------------------------------------|
| Ronald R. Fieldstone | 2601 S. Bayshore Drive<br>Suite 1600<br>Miami, FL 33133 |

#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

| Name             | Address                                                         |
|------------------|-----------------------------------------------------------------|
| Harris W. Hudson | 200 E. Las Olas Blvd.<br>Suite 1420<br>Ft. Lauderdale, FL 33301 |
| Paul McGee       | 200 E. Las Olas Blvd.<br>Suite 1420<br>Ft. Lauderdale, FL 33301 |

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

| Name             | Address                                                         |
|------------------|-----------------------------------------------------------------|
| Harris W. Hudson | 200 E. Las Olas Blvd.<br>Suite 1420<br>Ft. Lauderdale, FL 33301 |

#### ARTICLE IX - BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

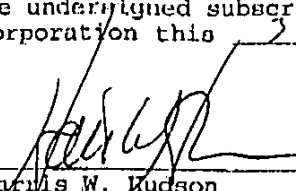
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

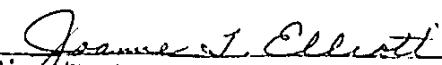
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2 day of May, 1995.

  
Harris W. Hudson  
Subscriber and Director

STATE OF FLORIDA )  
                          ) SS.  
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Harris W. Hudson, who is known to me or who has produced Harris W. Hudson as identification and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 3 day of May, 1995.

  
Signature  
JOANNE T. ELLIOTT  
Print (Notary's Name)  
Notary Public, State of Florida

Notarial Seal:

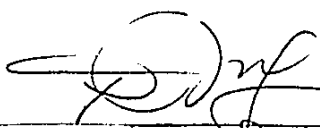


CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

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 in designating the registered office/registered agent, in the state of Florida.

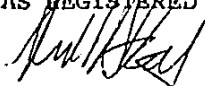
1. The name of the corporation is: Home Choice Stores, Inc.
2. The name and address of the registered agent and office is:

Ronald R. Fieldstone  
2601 S. Bayshore Drive  
Suite 1600  
Miami, FL 33133

  
Harris W. Hudson: Paul McGee  
Title: President President

Date: May 3, 1995.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE 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 THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Ronald R. Fieldstone

Date: May \_\_\_\_\_, 1995.

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