

1201 HAYS STREET
TALLAHASSEE, FL 32304

800-342-8086

CSC network
PRESTIGE HALL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 604267 12000A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : May 24, 1995

ORDER TIME : 9:53 AM

ORDER NO. : 604267

CUSTOMER NO: 12000A

000001497860

CUSTOMER: Jordan R. Miller, Esq
PERRY SHAPIRO MILLER & JARKESY

Suite 600
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: ACTION SURPLUS, INC.

XXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XXXX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: T. BROWN MAY 24 1995

FILED
95 MAY 24 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

ACTION SURPLUS, INC.

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation shall be ACTION SURPLUS, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence, and shall not be voluntarily dissolved without the unanimous consent of the shareholders.

ARTICLE III - PURPOSE

The purpose of this corporation is all lawful business and engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of capital stock with a par value of \$.01 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND
PRINCIPAL PLACE OF BUSINESS.**

The street and mailing address in this state of the initial registered office and principal place of business of the corporation is 8656 S.E. North Passage Way, Tequesta, Florida 33469, and the name of the initial registered agent at such address is LINDA COLEMAN-HUSSEY.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time as provided by the By-Laws, but shall never be less than one (1).

FILED
95 MAY 24 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and address of the initial director is:

LINDA COLEMAN-HUSSEY
8656 S.E. North Passage Way
Tequesta, Florida 33469

ARTICLE VII - INCORPORATORS

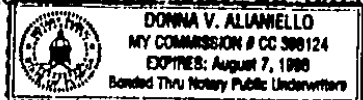
The name and address of the person signing these Articles is:
Linda Coleman-Hussey, 8656 S.E. North Passage Way, Tequesta,
Florida 33469.

IN WITNESS WHEREOF, I have made and subscribed these Articles
this 19th day of May, 1995.

Linda Coleman-Hussey
LINDA COLEMAN-HUSSEY

STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS:

The foregoing instrument was acknowledged before me this 19th
day of May, 1995, by LINDA COLEMAN-HUSSEY, who is personally
known to me or has produced FL DRIVERS LICENSE as identification
and ~~who did take an oath.~~



Donna V. Alianillo
NOTARY PUBLIC

My commission expires:

8.7.98

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET
FORTH IN THESE ARTICLES OF INCORPORATION.

Linda Coleman-Hussey
LINDA COLEMAN-HUSSEY