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C T CORPORATION SYSTEM			
Requestor's Name			
660 East Jefferson Street			
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Tallahassee, Florida 32301			
City	State	Zip	Phone
			904-222-1092
CORPORATION(S) NAME			

TELEPHONE 500-5000  
FAX 500-5000  
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SECRETARY OF STATE	
TALLAHASSEE, FLORIDA	
Gooding's Warehouse, Inc.	

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<input type="checkbox"/> NonProfit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Limited Liability Company		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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R. GROSSER JUN 6 1995

ARTICLES OF INCORPORATION

OF

GOODING'S WAREHOUSE, INC.

The undersigned, acting as an incorporator of a corporation, do hereby certify that the following Articles of Incorporation for such corporation, have been adopted by the undersigned in accordance with the provisions of the Florida General Corporation Act, hereby adopted the following Articles of Incorporation for such corporation.

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be Gooding's Warehouse, Inc.  
The mailing address of the corporation shall be 440 Royal Palm Way,  
Suite 200, Palm Beach. Florida 33480.

ARTICLE II

The general nature of this business to be transacted is:

- (a) To buy, sell, lease, rent, manufacture, produce and generally trade in, store, carry and transport all kinds of equipment, goods, wares, merchandise, provisions and supplies;
- (b) To acquire by purchase or otherwise, own, hold, buy, sell, convey, lease, mortgage or encumber real estate or other property, personal or mixed;
- (c) To exercise and enjoy all the rights, powers and privileges incident to corporations for profit, organized and existing by virtue of the laws and Constitution of the State of Florida.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a nominal or par value of ONE DOLLAR (\$1.00) per share.

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the corporation, at least equivalent to the full value of the stock issue.

#### ARTICLE IV

The term of existence of this corporation is perpetual.

#### ARTICLE V

The name and address of the incorporator is:

L. Frank Chopin, Esquire  
Chopin, Miller & Yudenfreund  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

ARTICLE VI

The street address of the corporation's initial registered office and name of its initial registered agent at such address is as follows:

L. Frank Chopin, Esquire  
Chopin, Miller & Yudenfreund  
440 Royal Palm Way, Suite 200  
Palm Beach, Florida 33480

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by Florida law.

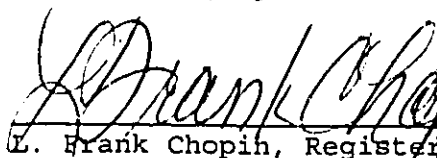
WITNESS the hand and seal of the said incorporator this  
5 day of June, 1995.

  
L. Frank Chopin

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That Gooding's Warehouse, Inc., desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named L. Frank Chopin, Attorney at Law, located at 440 Royal Palm Way, Palm Beach, Florida 33480, as its agent to accept service of process within this State.

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

  
L. Frank Chopin, Registered Agent  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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