



Roy C. Skelton, Esq.
Attorney at Law

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July 7, 1995

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Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Fl. 32301

In re: Merchandise America, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with my check in the amount of \$70.00 to cover your filing fees. Please record and file same with your office. I do not require a certified copy. Please forward the proper paperwork to 26133 U.S. 19 No., Suite 310, Clearwater, Fl. 34623.

Thank you for your attention to this matter.

Very truly yours,

Roy C. Skelton
Roy C. Skelton

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MERCHANDISE AMERICA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

MERCHANDISE AMERICA, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business. The main purpose of this corporation is to engage in every phase and aspect of the business of wholesale and retail sales of general merchandise.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock to be issued by this corporation shall be 600 shares at \$1.00 value per share.

ARTICLE IV- TERM OF EXISTENCE

The terms of which said corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE V - INITIAL CAPITAL

The initial capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - ADDRESS

The post office address of the principal place of business of the corporation shall be 26133 U.S. 19 No., #310, Clearwater, Florida

ARTICLE VII - DIRECTORS

The business of the corporation shall be commenced by a Board of Directors of not less than one in number. The names and addresses of the first Board of Directors, who, subject to this Charter, the by-laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until an election is held by the stockholders, are:

<u>NAME</u>	<u>ADDRESS</u>
Roy C. Skelton	26133 U.S. 19 No., #310, Clearwater, Florida
Gary Smith	26133 U.S. 19 No., #310, Clearwater, Florida
Jerome Bagley	26133 U.S. 19 No., #310, Clearwater, Florida
Peter Kwapiez	26133 U.S. 19 No., #310, Clearwater, Florida
Keith Dennis	26133 U.S. 19 No., #310, Clearwater, Florida

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Roy C. Skelton	26133 U.S. 19 No., #310, Clearwater, Florida

ARTICLE IX - REGISTERED OFFICE AND AGENT

The registered office and agent for the corporation is:

OFFICE

AGENT

26133 U.S. 19 No., #310, Clearwater, Fl. 34623 Roy C. Skelton

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a Small Business Corporation which qualifies under the code.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 7th day of July, 1995.

WITNESSES:

Roy C. Skelton
Roy C. Skelton

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared

Roy C. Skelton, to me well known to be the person described in and who executed the foregoing Articles of Incorporation for Merchandise America, Inc., and he stated before me that he executed same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 7 day of July, 1995.

Patricia G. Leszewski

Notary Public
PATRICIA G. LESZEWSKI
MY COMMISSION # CC403254 EXPIRES
September 21, 1998
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE

Having been named to act as Registered Agent for service of process in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and to keep this office open pursuant to the provisions of the Florida General Corporation Act.

DATED; July 7, 1995

Roy C. Skelton
ROY C. SKELTON
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA