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CHARLES E. DAVIS, P.A.

ATTORNEY AT LAW

POST OFFICE BOX 560369

ORLANDO, FLORIDA 32856-0369

FILED

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GENERAL TRIAL PRACTICE

June 22, 1992

FILED

TELEPHONE  
(407) 843-5840  
FAX (407) 472-5415

Secretary of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

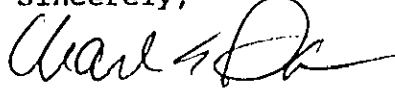
RE: MANUFACTURERS LIQUIDATORS, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation, Registered Agent and check in the amount of \$70. It is my understanding that you can return a non certified copy of the Articles to me which I have enclosed.

Your cooperation in this matter is appreciated.

Sincerely,



Charles E. Davis

CD:lw  
Enclosures

EFFECTIVE DATE  
8-16-95

100001547511  
-07/27/95--01046--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

W95-15562



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 2, 1995

CHARLES E. DAVIS, P.A.  
POST OFFICE BOX 568569  
ORLANDO, FL 32856-8569

SUBJECT: MANUFACTURERS LIQUIDATORS, INC.  
Ref. Number: W95000015562

We have received your document for MANUFACTURERS LIQUIDATORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 195A00036424

**ARTICLES OF INCORPORATION**  
**OF**  
**MANUFACTURERS LIQUIDATORS SALES, INC.**

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SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation is **MANUFACTURERS LIQUIDATORS SALES, INC.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation is organized for the purpose of selling manufacturer closeouts and other retail/wholesale goods, and transacting any or all lawful business, including but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing or improvement, development or management of any property, real or personal, at any time owned, held or occupies by the corporation, and to invest, trade or deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

### ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ten (10) shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE V - ADDRESS

The initial street address of the principal office of this corporation is to be at 3620 Running Water Drive, Orlando, FL 32829. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

#### ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have two (2) directors initially.

#### ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Ann Marie Fassi	3620 Running Water Drive, Orlando, FL 32829
Eugene Fassi	3620 Running Water Drive, Orlando, FL 32829

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be as follows:

Ann Marie Fassi	3620 Running Water Drive, Orlando, FL 32829
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#### ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 218 Annie Street, Orlando, Florida 32806, and the name of the initial registered agent of this corporation is Charles E. Davis, Esquire.

#### ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin on August 16, 1995.

#### ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested in the holders of the outstanding common shares, and the initial directors.

#### ARTICLE XII - BY-LAWS

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

#### ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the extent permitted by law.

#### ARTICLE XIV - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights as provided for by the Florida General Corporation Act.

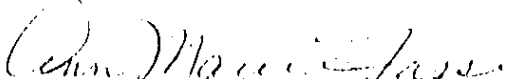
#### ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XVI-SHAREHOLDERS' AGREEMENTS

The shareholders may restrict the discretion of the Board of Directors in its management of the business of the corporation, or to otherwise place the provisions permitting restriction on the discretion of the Board of Directors in the management of the business of the corporation by the shareholders by way of a Shareholder Agreement executed by all of the shareholders. The Shareholders' Agreement is to be kept on file with the records of the corporation for examination by the shareholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of August, 1995.

  
Ann Marie Fassi  
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

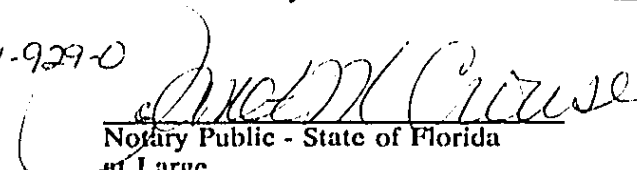
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Ann Marie Fassi, to me known to be the person described as the Incorporator herein and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 14<sup>th</sup> day of August, 1995.

FLA. D. L. # F200-053-54-929-0



OFFICIAL SEAL  
JANET M. CROUSE  
Notary Public, State of Florida  
My comm. expires OCT. 14, 1995  
NO. CC152004  
Bonded thru Notary Public Underwriters  
(Notary Seal)

  
Notary Public - State of Florida  
at Large

My Commission Expires: 10/14/95

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

  
Charles E. Davis, Esquire  
Registered Agent

STATE OF FLORIDA  
DEPARTMENT OF STATE

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

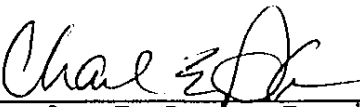
The following is  
submitted in compliance  
with Chapter 607.037,  
Florida Statutes:

MANUFACTURERS LIQUIDATORS SALES, INC., is a corporation  
organized under the laws of the State of Florida with its principal  
office located at 3620 Running Water, Orlando, FL, in the City of  
Orlando, County of Orange, State of Florida, has named Charles E.  
Davis, Esquire, located at 218 Annie Street, in the City of  
Orlando, County of Orange, State of Florida, as its agent to accept  
service of process within the State.

**ACCEPTANCE;**

I agree as Registered Agent to accept service of process; to  
keep office open during prescribed hours; to post my name (and any  
other officers of said corporation authorized to accept service of  
process at the above Florida designated address) in some  
conspicuous place in office as required by law.

WITNESS my hand this 14th day of August, 1995, in the City of  
Orlando, State of Florida.

  
\_\_\_\_\_  
Charles E. Davis, Esquire  
Registered Agent