

LAW OFFICES
FRANK A. ZACHERL III, P.A.
A Professional Association

1876 N. University Drive, S-308C
Plantation, FL 33322-4102

5190 N.W. 16th Street, S-100
Miami, FL 33154

Telephone: (305) 424-4555
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Please respond to Planning office

October 16, 1995

**Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314**

900001616249
-10/20/95--01047--017
****122.50 ****122.50

Re: Incorporation of Value Buys, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for Value Buys, Inc., with one copy. Also enclosed is a check for \$122.50, representing the filing fee and fee for one (1) certified copy.

Please forward the certified copy to the undersigned attorney.

Thank you for your assistance. Should you have any questions or comments concerning the foregoing, please do not hesitate to contact the undersigned.

Very truly yours,

Frank A. Zacherl III, Esq.

Enclosure

FAZ/bc

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sitate to contact the undersigned.

Very truly yours,

Frank A. Zachert III, Esq.

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10/24/95

WFS-28221

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1995

FRANK A. ZACHERL III ESQ.
5190 NW 167TH STREET STE 100
MIAMI, FL 33104

SUBJECT: VALUE BUYS, INC.
Ref. Number: W95000021229

We have received your document for VALUE BUYS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 495A00047842

FRANK A. ZACHERL III, Esq.
1876 N. University Drive, Suite 308-C
Plantation, FL 33322-4102
305-375-8400

December 26, 1995

Ms. Terri Buckley
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Value Buys, Inc.

Dear Ms. Buckley

Enclosed please find Articles of Incorporation and Registered Agent acceptance for Value Buys, Inc., along with a copy of your October 24, 1995 correspondence. The filing fee has been previously paid.

I have recently moved my offices, and did not receive your correspondence until December 1, 1995. I apologize for the delay in responding.

Please let me know if you need anything else. Thank you for your assistance. Should you have any questions or comments concerning the foregoing, please do not hesitate to contact the undersigned.

Very truly yours,


Frank A. Zacherl III, Esq.

FAZ/faz
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
VALUE BUYS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be Value Buys, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1821 N.W. 120th Terrace
Pembroke Pines, FL 33026

ARTICLE III - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Frank A. Zacherl III, Esq.
The Law Offices of Frank A. Zacherl III, P.A.
1876 N. University Drive, Suite 308-C
Plantation, Florida 33322-4102

ARTICLE IV - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

<u>Names</u>	<u>Street Addresses</u>
Steven Creech	1821 N.W. 120th Terrace Pembroke Pines, FL 33026

ARTICLE V - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a par value of one

dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services either actually performed for the corporation or in exchange for a written promise to perform services in the future with a value in the judgment of the directors equivalent to or greater than the full par value of the shares. This stock shall initially be issued to and owned by the incorporators as follows:

<u>Names</u>	<u>Ownership Interest</u>
Steven Creech	1000 shares

ARTICLE VI - PURPOSE

The general purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE VII - EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VIII - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights to acquire the corporation's unissued shares upon the decision of the board of directors to issue them.

ARTICLE IX - BOARD OF DIRECTORS AND OFFICERS

The corporation shall have two directors and two officers initially. The number of directors may be increased or decreased from time to time thereafter in accordance with the bylaws of the corporation, but shall never be less than two. The officers shall be president, vice-president, secretary, and treasurer. No treasurer or secretary shall be initially appointed, although the board of directors shall have the right to appoint shareholders in the corporation to these offices at their discretion. The name and street address of the initial directors of this corporation, together with their titles as officers, are:

<u>Names/Officers</u>	<u>Street Addresses</u>
Steven Creech/President	1821 N.W. 120th Terrace Pembroke Pines, FL 33026

ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE XI - BYLAWS

The corporation's Board of Directors is specifically authorized from time to time to adopt bylaws not inconsistent herewith or with shareholder agreements restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act and its amendments and modifications. The Board of Directors and the Shareholders by a majority vote, shall have the power to adopt, alter, amend, or repeal the bylaws of this corporation.

ARTICLE XIII - MEETINGS

Any action required or permitted by law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote, if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who have not consented in writing or who are not entitled to vote on the action.

Any action required or permitted by law to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken and consented to in writing by all the members of the Board of Directors.

ARTICLE XIV - INDEMNIFICATION

This corporation shall indemnify every person who is or was threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director or officer of this

corporation against expenses including attorneys fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding (except in cases involving gross negligence or willful misconduct in the performance of his or her duties), to the full extent permitted by applicable law. such indemnification may, in the discretion of the Board of Directors, include advances of his or her expenses in advance of final disposition subject to the provisions of applicable law. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

The undersigned incorporator has executed these Articles of Incorporation this 1 day of October, 1995.



Steven Creech

ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.081, Florida Statutes, the following is submitted in compliance with said Act.

FIRST, that ^{to space}VALUEBUYS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Pembroke Pines, County of Broward, State of Florida, has named FRANK A. ZACHERL III, ESQ., who is located at 1876 N. University Drive, Suite 308-C, City of Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.


FRANK A. ZACHERL III, ESQ.

TITLE: Attorney
DATE: 12-28-75

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED BUSINESS ORGANIZATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION AND THIS ACCEPTANCE AS REGISTERED AGENT, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


FRANK A. ZACHERL III

Attorney
DATED: 12-28-75

FILED
96 JAN -2 PM 12:36
TALLAHASSEE, FLORIDA
SECRETARY OF STATE