

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-7000  
904-222-7000 FAX

800-342-8000



RECEIVED  
6 JAN 12 1996  
DIVISION OF CORPORATIONS

ACCOUNT NO. : 12100000130

REFERENCE : 797742 8306A

AUTHORIZATION *Patticia Pizate*

COST LIMIT : \$ 122.50

ORDER DATE : January 10, 1996

ORDER TIME : 2:46 PM

ORDER NO. : 797742

CUSTOMER NO: 8306A

900001688963

CUSTOMER: Ms. Lisa Docherty  
MANELLA KLAPHOLZ & HOCHSZTEIN  
P.A.  
2206 Hollywood Boulevard  
Hollywood, FL 33020

DOMESTIC FILING

NAME: PENNY LANE CLOSE OUT, INC.

FILED  
96 JAN 12 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN JAN 16 1996

FILED  
96 JAN 12 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

PENNY LANE CLOSE OUT, INC.

The undersigned incorporator hereby forms a corporation  
under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PENNY LANE CLOSE OUT, INC.

The address of the principal office of this  
corporation shall be c/o Manella & Klapholz, 2206  
Hollywood Boulevard, Hollywood, Florida 33020, and the  
mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or  
all lawful activities or business permitted under the  
laws of the United States, the State of Florida or any  
other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this  
corporation is authorized to have outstanding at any one  
time is 100 shares of common stock having no par value  
per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2206 Hollywood Boulevard, Hollywood, Florida 33020, and the name of the initial registered agent of the corporation at that address is Joseph P. Klapholz, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and address of the initial member of the Board of Directors are:

Ted Benghiat	12651 South Dixie Highway
Dir.	Suite 204
	Miami, Florida 33156
Joaquin Soler	Same
Dir.	

ARTICLE VII. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of

the corporation, or until their successors are elected or appointed are:

Ted Benghiat Pres.	12651 South Dixie Highway Suite 204 Miami, Florida 33156
-----------------------	--

Joaquin Soler Sec./Treas.	Same
------------------------------	------

#### ARTICLE VIII. INDEMNIFICATION

The corporation man indemnify any officer, director, employee, or agent of any former officer, director, employee, or agent to the extent permitted by law.

#### ARTICLE IX. RESTRICTION ON NEW STOCK

No new corporate shares of any class shall be authorized or issued without the express written unanimous consent of the shareholders. Minority shareholders shall consent to authorization and issuance authorization and issuance of additional shares where minority interest are satisfactorily protected from dilution of their interest without requirement of additional consideration for such protection.

ARTICLE X. MEETINGS BY CONFERENCE CALL

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone call as provided by law, but regular meetings of the Board of Directors must be attended in fact and in person by each candidate.

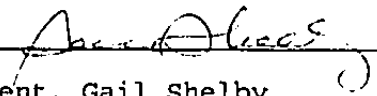
ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company, on January 12, 1996.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Joseph P. Klapholz, an individual residing in this State having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

PENNY LANE CLOSE OUT, INC.

---

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: \_\_\_\_\_

Joseph P. Klapholz, Esq.

FILED  
96 JAN 12 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA