

P96000008642

Norman B. Echelberry

8103 S.W. 30th Street
Davie, FL 33328-1905
(305) 474-7780

January 23, 1996

Secretary of State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100001697211
-01/25/96--01001--013
****122.50 ****122.50

Re: Solutions for Less, Inc.

Dear Sir or Madam:

In connection with the above-referenced company, this correspondence is to request that you file the enclosed Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Articles. Also enclosed is a cashier's check in the amount of \$ 122.50 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Incorporation to me at 8103 S.W. 30 Street, Davie, Florida 33328. Enclosed is a self-addressed, stamped envelope for your convenience.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

Norman B. Echelberry
Norman B. Echelberry

/NBE

Enclosure

5/1/29

ARTICLES OF INCORPORATION
OF
SOLUTIONS FOR LESS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

MIXNESSETH.

ARTICLE I
NAME

The name of the Corporation is:

SOLUTIONS FOR LESS, INC.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation is:

8103 S.W. 30th Street
Davie, Florida 33328

ARTICLE III
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of the State of Florida.

ARTICLE IV
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI
QUORUM FOR STOCKHOLDERS MEETINGS

Unless otherwise provided for in the Corporation's Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 8103 S.W. 30th Street, Davie, Florida 33328, and the name of the initial registered agent of this corporation at such address is Norman B. Echelberry.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial Director of the corporation is as follows:

Norman B. Echelberry
8103 S.W. 30th Street
Davie, Florida 33328

ARTICLE IX
INCORPORATOR

Norman B. Echelberry
8103 S.W. 30th Street
Davie, Florida 33328

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE XI
LIMITATION ON SHAREHOLDERS SUITS

Shareholders shall not have a cause of action against the Company's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissible in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a

case by case basis or generally, as required to most fully give legal effect to its intent.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 23 day of January, 1996.

Norman B. Echelberry
Norman B. Echelberry
Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD } ss.

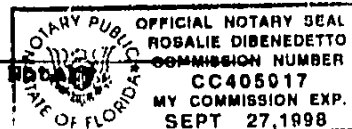
On this 23 day of January, 1996, before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Norman B. Echelberry, who is personally known to me or who has produced Florida Drivers License as identification, and who is known to be the person whose name is subscribed to the foregoing instrument and acknowledged that he executed it for the purpose therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal.

Rosalie DiBenedetto
Notary Public, State of Florida

Print Name of Rosalie DiBenedetto

My Commission Expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, Norman B. Echelberry, hereby accept designation as Registered Agent of SOLUTIONS FOR LESS, INC..

Dated: January 23, 1996.

Norman B. Echelberry
Norman B. Echelberry