

P96000016406

LANDT, WIECHENS, TROW & LAPEER

FREDERICK E. LANDT, III  
EUGENE A. WIECHENS, P.A.  
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Russell W. LaPeer\*  
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February 16, 1996

\* Also Admitted to the District of Columbia  
Board Certified, Civil Litigation  
Certified Mediator

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: CLOSE OUTS PLUS, INC.

500001718365  
-02/19/96--01075--015  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Relative the above corporation, enclosed please find original and one copy of Articles of Incorporation for filing with your office. Also enclosed please find my check made payable to your order in the amount of \$122.50 to cover the cost of filing fees and one certified copy of the Articles. Please return one certified copy to my above Ocala post office address.

Thanking you in advance for your prompt attention in this regard,  
I am

Very truly yours,



Eugene A. Wiechens

EAW/et  
Enclosures

96 FEB 19 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

25-282

FILED

96 FEB 19 AM 10:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**CLOSE OUTS PLUS, INC.**

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation shall be **CLOSE OUTS PLUS, INC.** with its principal place of business at 302 East Memorial Boulevard, Lakeland, Florida 33803.

**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 of America, the State of Florida, or any other state, territory, country, or nation.

**ARTICLE III - CAPITAL STOCK**

The Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00).

**ARTICLE IV - PRE-EMPTIVE RIGHTS**

Every stockholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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96 FEB 19 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V - REGISTERED AGENT**

The initial Registered Agent for the Corporation is **MICHAEL G. GRANT**, and the street address of the Registered Agent is 302 East Memorial Boulevard, Lakeland, Florida 33803. I, **MICHAEL G. GRANT**, the named Registered Agent for **CLOSE OUTS PLUS, INC.**, being familiar with, accepts the obligations of this position by signing these Articles of Incorporation.

#### **ARTICLE VI - BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is **MICHAEL G. GRANT**, whose address is 302 East Memorial Boulevard, Lakeland, Florida 33803.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles is **MICHAEL G. GRANT**, whose address is 302 East Memorial Boulevard, Lakeland, Florida 33803.

#### **ARTICLE VIII - BY-LAWS**

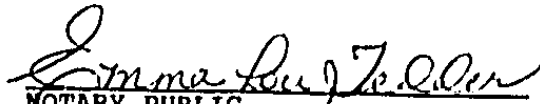
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

  
**MICHAEL G. GRANT**

STATE OF FLORIDA  
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally came and  
appeared **MICHAEL G. GRANT**, to me personally known or who-produced  
\_\_\_\_\_ for-identification.

IN WITNESS WHEREOF, I have hereunto affixed my hand and  
official seal this the 16<sup>th</sup> day of February, 1996.

  
NOTARY PUBLIC Emma Lou Tedder  
Notary's Name:  
Commission No:  
My Commission Expires:

