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February 21, 1996

**FEDERAL EXPRESS**

Division of Corporations  
Department of State  
400 East Gaines Street  
Tallahassee, Florida 32301

RE: THRIFT KING, INC.

100001721631  
-02/22/96--01063--017  
\*\*\*122.50 \*\*\*122.50

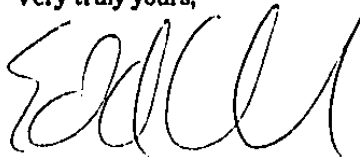
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation, together with a check in the amount of \$122.50 to cover the following:

|                              |                 |
|------------------------------|-----------------|
| Filing fee                   | \$ 35.00        |
| Certified copy               | 52.50           |
| Registered Agent Designation | 35.00           |
| <b>TOTAL:</b>                | <b>\$122.50</b> |

Please return the certified copy to this office. Thank you for your attention as to this matter.

Very truly yours,



Edward A. Kerben

EAK/th

Enclosures

RECEIVED  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

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GB 2/23/96

ARTICLES OF INCORPORATION

OF  
THRIFT KING, INC.

FILED  
96 FEB 22 PM 4:07  
STATE  
FLORIDA

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 THRIFT KING, INC.

ARTICLE II -- NATURE OF BUSINESS

1. The general nature of the business of the corporation shall be retail sales.
2. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5339 WEST LAKE BUTLER ROAD, WINDERMERE FL 34786.

ARTICLE IV -- CAPITAL STOCK

The capital stock of this corporation shall consist of 100 shares of common stock with a par value of \$5.00.

ARTICLE V -- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is LEONARD J. ALONZO, 5339 WEST LAKE BUTLER ROAD, WINDERMERE FL 34786.

ARTICLE VI -- DIRECTOR

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1) director. The name and address of the director is:

LEONARD J. ALONZO  
5339 WEST LAKE BUTLER ROAD  
WINDERMERE FL 34786

**ARTICLE VII -- INCORPORATOR**

The name and address of the incorporator is:

LEONARD J. ALONZO  
5330 WEST LAKE BUTLER ROAD  
WINDERMERE FL 34780

**ARTICLE VIII -- SHAREHOLDERS**

The shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares as issued by the corporation.


The undersigned have executed these Articles of Incorporation this 21<sup>st</sup> day of FEBRUARY, 1996.

  
LEONARD J. ALONZO

STATE OF FLORIDA  
COUNTY OF ORANGE


The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of FEBRUARY, 1996, by LEONARD J. ALONZO, who is personally known to me or who did produce \_\_\_\_\_ as identification and who did take an oath.

NOTARY PUBLIC

Sign   
Print \_\_\_\_\_

State of Florida at Large  
My Commission Expires:

(Seal)

 LAVINIE TESSA VINCENT-HARMON  
My Commission CC359552  
Expires Apr. 12, 1998  
Bonded by HAI  
800-422-1555

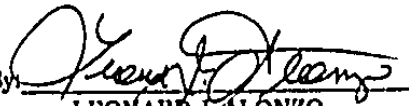
 LAVINIE TESSA VINCENT-HARMON  
My Commission CC359552  
Expires Apr. 12, 1998  
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 007.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

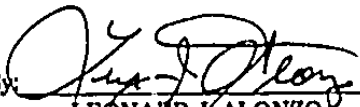
1. The name of the corporation is THRIFT KING, INC.
2. The name and address of the registered agent and office is LEONARD J. ALONZO, 5330 WEST LAKE BUTLER ROAD, WINDERMERE FL 34786.

DATE: FEBRUARY 21, 1996

By:   
LEONARD J. ALONZO  
Incorporator/Director

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATE: FEBRUARY 21, 1996

By:   
LEONARD J. ALONZO  
Registered Agent

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