

P96000021680

LAW OFFICES OF
MICHAEL D. LEBEDEKER
ATTORNEY & COUNSELOR AT LAW
701 NORTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-4007

February 28, 1996

TELEPHONE: (407) 804-8001
FAX: (407) 804-4700

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

000001735350
-03/07/96--01044--004
****122.50 ****122.50

RE: RESALE/THRIFT STORE, INC.

Ladies and/or Gentlemen:

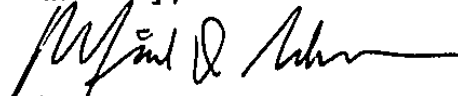
Enclosed are an original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent	\$ 35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

If you have any questions please do not hesitate to call the undersigned, collect.

Sincerely,


Michael D. Lebedeker

MDL:ag
Enclosure
cc: Isidore Lynch

SN MAR 1 1996

FILED
MAR -7 AM 9:27
TALLAHASSEE, FLORIDA

FILED
JAN 7 AM 9:27
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

RESALE/THRIFT STORE, INC.

The undersigned incorporators, competent to contract, and where required duly licensed to render the services mentioned in Article II - Purpose, hereby organize and incorporate a business for profit under the laws of the State of Florida

ARTICLE I - NAME

The name of the corporation shall be **RESALE/THRIFT STORE, INC.**

ARTICLE II - PURPOSE

The corporation is formed to buy and sell merchandise and all other activities and operations directly or indirectly related thereto and/or to conduct any other activity or business permitted under the laws of the United States and of this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share. All of said stock shall be issued as fully paid and non-assessable.

The corporation may restrict the transfer of the share of its capital stock by any provisions duly recited or referred to on the certificates affected thereby.

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive rights to purchase, subscribed for, or otherwise acquire any shares of stock of the corporation, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

The corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the corporation any shares of its capital stock, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights.

In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

ARTICLE IV - INITIAL CAPITAL

The corporation will commence business with not less than \$500.00 of its capital stock fully paid in and issued.

ARTICLE V - TERMS OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law. Provided other requirements of the law are satisfied, corporate existence shall begin at the time of acknowledgment of these Articles or upon the date of receipt by the Secretary of State if not received by said office within five days of said acknowledgment.

ARTICLE VI - ADDRESS

The principal office of the corporation shall be located at 810 South Dixie Highway, West Palm Beach, Florida 33401. The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, or establish such branch offices as may be deemed desirable.

ARTICLE VII - DIRECTORS

The corporation shall have not less than one (1) nor more than nine (9) Directors. The number of Directors shall be determined by the Stockholders at their annual meeting.

ARTICLE VIII - INITIAL DIRECTORS

The following are names and addresses of the first Board of Directors, who shall hold office until their successors are elected:

NAME

ADDRESS

Isidore Lynch

191 Mentone Road
Lantana, FL 33462

ARTICLE IX - INCORPORATORS

The names and addresses of the incorporators are as follows:

NAME

ADDRESS

Isidore Lynch

191 Mentone Road
Lantana, FL 33462

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 711 North Flagler Drive, West Palm Beach, Florida 33401 and the name of the initialed registered agent of this corporation at that address is **MICHAEL D. LEBEDEKER**.

ARTICLE XI - AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, we the undersigned Incorporators, have hereunto set our hands and seals this 28th day of February, 1996, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and cause to be filed in the Office

of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

Isidore Lynch
ISIDORE LYNCH

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared **ISIDORE LYNCH** to me well known to be the person(s) described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal this 28th day of February, 1996.

Anne Gagnon
Notary Public
TYPE PRINT OR STAMP NOTARY PUBLIC
NAME AND COMMISSION EXPIRATION

Affiant(s) personally known X
or produced identification _____
Type of Identification Produced _____




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

First -- That **RESALE/THRIFT STORE, INC.** desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 810 South Dixie Highway, City of West Palm Beach, County of Palm Beach, State of Florida, and has named **MICHAEL D. LEBEDEKER**, located at 711 North Flagler Drive, City of West Palm Beach, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


MICHAEL D. LEBEDEKER
Registered Agent

RECEIVED
JUL 27 1988
FALLAHOUSE, FLORIDA