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April 29, 1996

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

Re: LAYAWAYS UNLIMITED, INC.
Incorporation

Dear Sir/Madam:

Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

- ☒ 1. Articles of Incorporation filing fee, \$35.00.
- ☐ 2. Certified copy of Articles of Incorporation, \$52.50.
- ☒ 3. Registered Agent Designation filing fee, \$35.00.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely yours,

COHEN & KENDZIORRA, P.A.



Robert S. Cohen
RSC/baj
Enclosures
cc: Herman Cohen

FILED
96 MAY -3 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

† REGISTER MAY 8 1996

ARTICLES OF INCORPORATION
OF
LAYAWAYS UNLIMITED, INC.

FILED
96 MAY -3 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **LAYAWAYS UNLIMITED, INC.**

ARTICLE II. COMMENCEMENT & DURATION

This corporation is being organized for the purpose of layaways engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 per value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already hold, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in

writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provisions shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These shares are held subject to certain transfer restrictions imposed by this corporation's Article of Incorporation, a copy of which is on file at this corporation's principal office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be Herman Cohen and Phyllis Cohen. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Herman Cohen, 14680 Eagle Lookout Court, Fort Myers,
Florida 33912
Phyllis Cohen, 14680 Eagle Lookout Court, Fort Myers,
Florida 33912

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL
REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 14680 Eagle Lookout Court, Fort Myers, FL 33912.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Herman Cohen.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Herman Cohen, 14680 Eagle Lookout Court, Fort Myers, FL 33912.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.


Herman Cohen - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of LAYAWAYS UNLIMITED, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for LAYAWAYS UNLIMITED, INC.

State of Florida

County of Lee

On this 30th day of April, Herman Cohen,
designated above as the individual who shall serve as this
corporation's initial registered agent and incorporator,
personally appeared before me and signed and acknowledged
signing these Articles of Incorporation of LAYAWAYS
UNLIMITED, INC.



OFFICIAL SEAL
Heidi Carla Kendziorra
My Commission Expires
Dec. 21, 1996
Comm. No. CC 247617

Heidi Kendziorra
Notary Public
Print Name: HEIDI KENDZIORRA

- (☒) Incorporator personally known to me, or
(☐) Incorporator produced the following identification:
_____.

LAYAWAYS UNLIMITED INC.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: LAYAWAYS UNLIMITED, INC.

2. The name and address of the registered agent and office is:

HERMAN COHEN

14680 Eagle Lookout Court, Fort Myers, FL 33912

ACCEPTANCE

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 OR 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.

Dated this 30th day of April, 1996.



Registered Agent

REGISTERED AGENT FILING FEE: \$35.00

FILED
96 MAY -3 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA