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EZELLE & EVERS
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
402 SOUTH NINTH AVENUE
WAUCHULA, FLORIDA

96 JUL 22 AM 11:12

MARCUS J. EZELLE
KENNETH D. EVERS

SUITE 101 P.O. DRAWER 1308
WAUCHULA, FLORIDA 33873-1308

SECRETARY OF STATE
TALLAHASSEE, FLORIDA (941) 775-5600
(941) 775-0952

July 19, 1996

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

800001900618
-07/22/96--01056--015
****122.50 ****122.50

Re: Gadgets, Inc.

Gentlemen:

Enclosed are original and copy of Articles of Incorporation of Gadgets, Inc., together with my check in the amount of \$122.50 covering the following:

Filing fee	\$ 35.00
Designation of registered agent	35.00
Certified copy of Articles	<u>52.50</u>
Total	\$122.50

Please return the certified copy of the Articles to me at the above address.

Sincerely,


Marcus J. Ezelle

/esb

Enclosures

Letters/DOC.Ari

PH
7/23/96

**ARTICLES OF INCORPORATION
OF
GADGETS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

The name of the corporation is **GADGETS, INC.**

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are to engage in the retail sale and repair of telephones and electronic equipment and accessories and any other business authorized by Florida Statutes and permitted by law.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial principal office and mailing address of the corporation is 1107 South Sixth Avenue, Wauchula, Florida 33873, and the name of its initial registered agent at such street address is **HEATHER LYN LANE**.

ARTICLE SIX

Pursuant to authority of Sections 607.0801 and 607.0732, Florida Statutes, or as hereafter amended, the shareholders have agreed the corporation shall have no board of directors, and all of the corporate power shall be exercised by, and the balance and affairs of the corporation shall be managed under the direction of, the stockholders. The stockholders shall have the power and authority to adopt and to amend the bylaws of the corporation and to determine consideration for the issuance or disposition of any share.

ARTICLE SEVEN

The name and address of the shareholders and the number of shares of stock each agrees to take and the value of the consideration therefor are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
MAGDALENE G. LACKEY	617 East Bay Street Wauchula, Florida 33873	998	\$998.00
ROBERT JOHN EHRENKAUFER, JR.	120 First Street Bowling Green, Florida 33834	1	1.00
HEATHER LYN LANE	608 East Palmetto Street Wauchula, Florida 33873	1	1.00

ARTICLE EIGHT

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
MARCUS J. EZELLE	402 South Sixth Avenue Wauchula, Florida 33873

ARTICLE NINE


The initial officers of the corporation and their addresses are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
MAGDALENE G. LACKEY	617 East Bay Street Wauchula, Florida 33873	President
ROBERT JOHN EHRENKAUFER, JR.	120 First Street Bowling Green, Florida 33834	Vice President
HEATHER LYN LANE	608 East Palmetto Street Wauchula, Florida 33873	Secretary/ Treasurer

ARTICLE TEN

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stockholders at a meeting held for that purpose.

EXECUTED by the undersigned at Wauchula, Hardee County, Florida, this 19th day of July, 1996.


MARCUS J. EZELLE

STATE OF FLORIDA :
COUNTY OF HARDEE:

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SECRETARY OF STATE

The foregoing instrument was acknowledged before me this 19th day of July, 1996,
by MARCUS J. EZELLE, who is personally known to me and who did not take an oath.

Elizabeth S. Bradley
Elizabeth S. Bradley
NOTARY PUBLIC

NOTARY SEAL
ELIZABETH S. BRADLEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC362396
MY COMMISSION EXPI. APR. 7, 1998

ACCEPTANCE

I certify that I am a permanent resident of Hardee County, Florida, residing at the
place indicated above. I hereby accept the foregoing designation as Registered Agent
this 19th day of July, 1996.

Heather Lyn Lane
HEATHER LYN LANE

Letters/Lacey Art