

P960000068391

TRANSMITTAL LETTER

DATE: AUGUST 9, 1996

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 0327  
TALLAHASSEE, FL 32314

SUBJECT: METRO HARDWARE, CORP.  
4024 S.W. 75 AVENUE  
MIAMI, FL 33155

500001922535  
-09/14/96--01103--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DEAR SIR:

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION AND THE  
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR FILING, TOGETHER  
WITH OUR CHECK IN THE AMOUNT OF \$ 78.78 TO COVER THE FOLLOWING FEES:

FILING FEE	35.00
REGISTERED AGENT DESIGNATION	35.00
CERTIFICATE OF STATUS	8.75
TOTAL	78.75

I HAVE ALSO ENCLOSED AN ADDITIONAL COPY OF THE ARTICLES OF  
INCORPORATION WHICH I WOULD APPRECIATE HAVING CERTIFIED AND RETURNED  
TO THE ABOVE ADDRESS.

SINCERELY YOURS,

  
\_\_\_\_\_  
CARLOS LOPEZ

ENCLOSURES

FILED  
96 AUG 14 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-16-96  
KR

ARTICLES OF INCORPORATION  
OF  
METRO HARDWARE, CORP.

FILED  
36 AUG 14 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 007 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is METRO HARDWARE, CORP.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 4924 S.W. 75 Avenue, Miami, FL 33155 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The names and addresses of the incorporators of this corporation are:

Carlos Lopez - 11328 S.W. 167 Street, Miami, FL 33157  
Armand Gelpi - 19241 Fisher Island Drive, Miami Beach, FL 33139

ARTICLE 5 - OFFICERS

The Initial President of the Corporation shall be Carlos Lopez.  
The initial Vice-President of the Corporation shall be Armand Gelpi.

## ARTICLE 6 - CORPORATE CAPITALIZATION

0.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having a par value of ONE DOLLAR (\$ 1.00).

0.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

0.3 The board of directors of the Corporation may authorize the issuance from time to time, of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

0.4 The board of directors of the Corporation may, by articles supplementary classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of the redemption of the stock.

## ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## ARTICLE 8 - TERM OF EXISTENCE

The corporation shall have perpetual existence.

## ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 4924 S.W. 75 Avenue, Miami, FL 33155. The name and address of the registered agent of this Corporation is Armand Gelpi, 4924 S.W. 75 Avenue, Miami, FL 33155.

#### ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation, shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

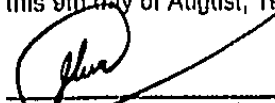
#### ARTICLE 12 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon the approval of the Secretary of State, State of Florida.

#### ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 9th day of August, 1986.

  
\_\_\_\_\_  
Carlos Lopez - President

  
\_\_\_\_\_  
Armand Gelpi - Vice-President

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Armand Golpi having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 007.0605, Florida Statutes.

  
Armand Golpi - Registered Agent

FILED  
96 AUG 14 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA