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DENNIS J. LUMSDEN
6719 Winkler Road, Suite 121
Fort Myers, Florida 33919
(941)489-1774
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August 20, 1996

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

600001323406
-08/22/96--01029--011
****122.50 ****122.50

Re: GOOD DEALS APPLIANCE*AUDIO*VIDEO, INC.

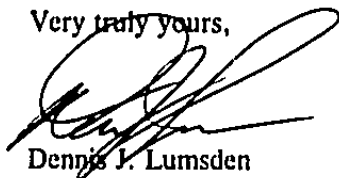
Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above, along with my check in the amount of \$122.50, to cover the appropriate fees.

When filed, please return the certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,



Dennis J. Lumsden

FILED
95 AUG 22 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-26-96
K8

**ARTICLES OF INCORPORATION
OF
GOOD DEALS APPLIANCE*AUDIO*VIDEO, INC.**

FILED
86 AUG 22 PM 2:01
1986
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF LEE
FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes, Section 607.0101 et seq., hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is **GOOD DEALS APPLIANCE*AUDIO*VIDEO, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation is located at:

8956 Banyon Cove Circle
Fort Myers, Florida 33919

ARTICLE III - COMMENCEMENT AND DURATION

This Corporation shall commence to exist on filing these Articles, in accordance with Section 607.0203(1), Florida Statutes, and shall have perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Ten Thousand (10,000) common shares, all of one class, each having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office of this Corporation are as follows:

Dennis J. Lumsden	6719 Winkler Road, Suite 121 Fort Myers, Florida 33919
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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall initially have three (3) Directors. The number of Directors may be either increased or decreased, from time to time, by or under the Bylaws of the Corporation, but shall never be less than one (1).

The names and addresses of the initial Directors of this Corporation are:

Nicholas M. Caserio	1135 S.E. 18 th Street Cape Coral, Florida 33990
Jay R. Slutsky	8956 Banyon Cove Circle Fort Myers, Florida 33919
Salvatore Russo	5 Thorn Lane Oakdale, New York 11769

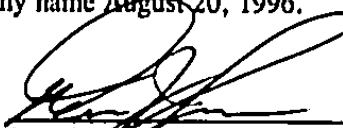
FILED
95 AUG 22 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

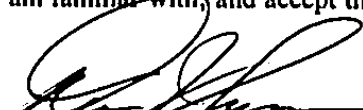
Dennis J. Lumsden	6719 Winkler Road, Suite 121 Fort Myers, Florida 33919
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IN WITNESS WHEREOF, I have subscribed my name August 20, 1996.


Dennis J. Lumsden, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment of Registered Agent. I am familiar with, and accept the obligations of Section 607.0505 Florida Statutes.


Dennis J. Lumsden