



# ARTICLES OF INCORPORATION OF AMERICAN MERCHANDISE LIQUIDATORS, INC.

These Articles of Incorporation were adopted by the Board of Directors of American Merchandise Liquidators, Inc. on the 10th day of January, 1934, and were filed for record in the Office of the Secretary of State of the State of New York on the 10th day of January, 1934.

## ARTICLE I. NAME

The name of the corporation shall be **AMERICAN MERCHANDISE LIQUIDATORS, INC.**

## ARTICLE II. PURPOSE OF CORPORATION

The corporation is organized for the purpose of acquiring, holding, operating, managing, and disposing of real and personal property, and of conducting any business which may be deemed to be in the best interests of the corporation.

## ARTICLE III. POWERS OF CORPORATION

The corporation is authorized to do any and all lawful acts and things which a corporation organized under the laws of the State of New York may lawfully do.

## ARTICLE IV. INCORPORATION

The corporation is organized under the laws of the State of New York, and its incorporation is governed by the provisions of the General Corporation Law of the State of New York.

## ARTICLE V. OFFICERS

The officers of the corporation shall be:

President	James H. H. H.
Secretary	James H. H. H.
Treasurer	James H. H. H.

These officers shall hold office until the next annual meeting of the corporation.

## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Franklin G. Hill

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 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 the par value of **ONE DOLLAR (\$1.00)**.

7.2 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 Director(s) may in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, 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 redemption of the stock.

## ARTICLE 8 - SUB CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - 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 and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - REGISTERED OWNER(S)**

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 except as may be agreed in writing by the Corporation, the Corporation 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 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have 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 number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

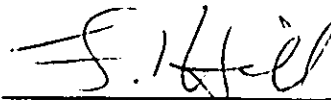
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - 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 30 September 1996.



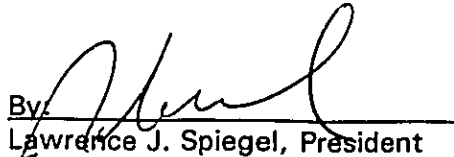
Franklin G. Hill, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 OCT -3 PM 1:56

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name 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 the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By   
Lawrence J. Spiegel, President

ART114C.SUB



P 96000081941

December 6, 1996

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

Re: American Merchandise Liquidators, Inc.  
P 96000081941

Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

1. Current Address on file:  
1601 Northeast 51 Street  
Fort Lauderdale, Florida 33334

New Address:  
2295 Southeast 6 Street, Apt N  
Pompano Beach, Florida 33062

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

*Janice Scinto DiRose*  
Janice Scinto DiRose  
Attorney At Law

cc: client  
LET.ADD

P96000081941

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 8, 1997

AMERICAN MERCHANDISE LIQUIDATORS, INC.  
2295 SOUTHEAST 6 STREET N.  
POMPANO BEACH, FL 33062

SUBJECT: AMERICAN MERCHANDISE LIQUIDATORS, INC.  
Ref. Number: P96000081941

Debit Memo #: 80700-B

This is to inform you that check #1005 in the amount of \$165.00 submitted with the annual report for AMERICAN MERCHANDISE LIQUIDATORS, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after November 8, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey  
Accountant I

Letter Number: 297A00044629