

P96000099729

TRANSMITTAL LETTER

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

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-12/10/96--01075--004  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: SOHO SALES INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: HARRY DRR  
Name (Printed or typed)

4844 BAY GROVE COURT  
Address

Groveport, OHIO 43125  
City, State & Zip

614-834-7619  
Daytime Telephone number

FILED  
96 DEC -9 PM 9:33  
TALLAHASSEE, FLORIDA  
EFFECTIVE DATE  
1-2-97

DEC 10 1996

BSB

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

SOHO SALES INC.

FILED

96 DEC -9 PM 9:33

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

EFFECTIVE DATE  
1-2-97

ARTICLE I - NAME

The name of the corporation shall be Soho Sales Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4844 Bay Grove Court  
Groveport, Ohio 43125

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of no par value common stock, which shares shall be of a single class.

This corporation is authorized to issue 1000 shares of no par value common stock, which shares shall be of a single class.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Benjamin Abel

22652 Vistawood Way  
Boca Raton, Florida 33428

private or municipal or body politic, and with the Government of the United States, or any state, territory or colony thereof, or any foreign government.

(e) To conduct business in all other states, the District of Columbia, the territories, possessions and dependencies of the United States of America, and in all foreign countries, and to have one or more offices out of the State of Florida and to hold, purchase, lease, let, mortgage and convey real and personal property out of said state as well as therein.

(f) To acquire by purchase, rent, lease or otherwise, offices, buildings, warehouses, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, leased, held, or occupied by the corporation, buildings, or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interest in lands and in buildings and other structures at any time owned or held by the corporation.

(g) To purchase, or otherwise acquire, and to hold, cancel, retire, release or otherwise dispose of the shares of the capital stock, bonds, notes, debentures, debenture bonds and other obligations of this corporation, from time to time, to such extent, at such price, and in such manner and upon such terms as the Board of Directors of this corporation shall determine from time to time; but any such shares so acquired and held shall not be entitled to vote, directly or indirectly, nor to receive dividends.

(h) To borrow or raise monies for any of the purposes of the corporation, and from time to time, without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures convertible or non-convertible and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole or any part of the assets of the corporation, real, personal, or mixed, including contract rights, or to otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(i) To transact the business of investments on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein either as tenant in common or otherwise, and selling or otherwise disposing of the same, or any part thereof, or interest therein.

(j) To acquire, and pay for in cash, stocks and bonds of this corporation or of other corporations; to acquire, purchase and pay for the goodwill, rights, assets and property and to undertake or assume all or any part of any liability of any person, firm, association or corporation.

(k) To underwrite, subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stocks, bonds, obligations, or securities of any private or public corporation, government, or municipality,

trusts, syndicates, partnerships, or individuals, and to do any other act or thing permitted by law for the preservation, protection, improvement, or enhancement of the value of such shares of stock, bonds, securities, or other obligations including the right to vote thereon.

(l) To investigate and report with respect to, and to undertake to carry on, aid, assist or participate in the organization, liquidation or reorganization of, financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations.

(m) And in general to carry on any other business of the same general nature in connection with the foregoing, whether investments or otherwise to such extent as a corporation organized under the General Corporation Act of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent or individuals, or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient or proper for, or in connection with, or incident to, the accomplishment of the purposes of the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the General Corporation Act of Florida, or under any amendatory thereof; but nothing herein contained shall be construed as an attempt to secure powers not properly obtainable by corporations organized under such law, or of any other state, territory, or country where it may be transacting business, providing the latter is in harmony with or not inconsistent with the former.

#### ARTICLE VIII - PREEMPTIVE RIGHTS EXCLUDED

No shareholder of this corporation shall by reason of his holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of this corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized (whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such shareholder,) other than such rights, if any, as the Board of Directors, in its discretion from time to time may grant, and at such prices as the Board of Directors in its

discretion may fix; and the Board of Directors may issue shares of any class of this corporation, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing shareholders of any class.

#### ARTICLE IX - DISPOSAL OF STOCK

No stock of the corporation may be sold, transferred, cancelled, exchanged or otherwise disposed of without the prior written approval of the Board of Directors.

#### ARTICLE X - BOARD OF DIRECTORS

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws of this corporation. All members of the Board of Directors must be present to constitute a quorum for the transaction of business at any meeting of the Board of Directors. All matters before the Board of Directors require the approval of the majority of the Board members. The names and addresses of the initial directors of this corporation are:

Harry Orr

4844 Bay Grove Court  
Groveport, Ohio 43125

Sharon Orr

4844 Bay Grove Court  
Groveport, Ohio 43125

#### ARTICLE XI - CONFLICT OF INTEREST

No contract, sale or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that one or more of the directors or officers of the corporation is or are interested in or is a member, shareholder, director or officer, or are members, shareholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors, or officer or officers of the corporation, is a party or are parties to and are interested in such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested.

#### ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

#### ARTICLE XIII - EFFECTIVE DATE

The effective date of the inception of the Corporation  
is January 2, 1997.

The undersigned incorporator has executed these Articles  
of Incorporation this 1st day of December , 1996.

Harry Orr

Incorporator

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501,  
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.

The name of the corporation is:

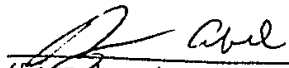
SOHD SALES INC.

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

Benjamin Abel

22652 Vistawood Way  
Boca Raton, Florida 33428

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 of 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.

  
(Signature)

12/1/96  
(Date)

FILED  
96 DEC -9 PM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA