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1100 SOUTH McCALL ROAD  
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ENGLWOOD, FLORIDA 34223

R. W. WELLBAUM, JR.  
THOMAS R. MCLENNON\*  
MAURICE L. JEMISON  
\*ALSO ADMITTED IN ILLINOIS

TELEPHONE (941) 474-3241  
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December 9, 1996

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

000002030030--7  
-12/17/95--01022--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ROGER'S TV, INC.

Dear Sir:

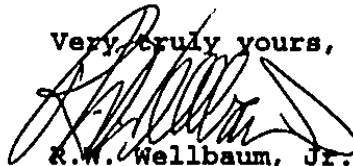
Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also enclosed is a check in the amount of \$122.50 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,



R.W. Wellbaum, Jr.

RWWJr/jsb

Enclosures

AL DEC 18 1996

FILED  
96 DEC 17 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
FOR  
ROGER'S TV, INC.

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96 DEC 17 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is: ROGER'S TV, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

The purpose of this corporation shall be to operate a retail electronics business and own and operate franchise businesses and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is 960 S. McCall Road, Englewood, FL 34223, and the name of the initial registered agent of this corporation is Roger Mashke.

Article VII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one.

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

Roger Mashke	Jane DeClercq
1965 Georgia Ave.	5005 Lacy St.
Englewood, FL 34224	Venice, FL

Article VIII - Incorporator

Roger Mashke  
1965 Georgia Ave.  
Englewood, FL 34224

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, and the Shareholders.

Article X - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


Article XI - Amendment

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

Article XII - Tax Election

It is the intention of the incorporator and directors to make an election that this corporation shall be taxed under Subchapter S of Sec. 1361 of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 9 day of December, 1996.

  
\_\_\_\_\_  
ROGER MASHKE

STATE OF FLORIDA  
COUNTY OF Charlotte

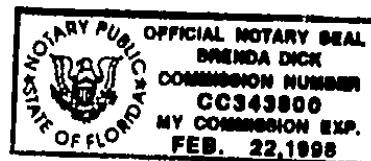
The foregoing instrument was acknowledged before me this \_\_\_\_ day of December, 1996, by ROGER MASHKE.

☒ who is personally known to me; or  
☐ who has provided \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Signature of Notary Public

\_\_\_\_\_  
Printed Name of Notary Public

\_\_\_\_\_  
Serial Number of Notary Public



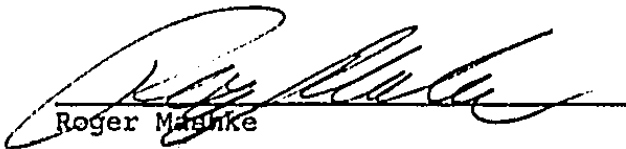
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That ROGER'S TV, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, State of Florida, has named Roger Mashke, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
Roger Mashke

FILED  
96 DEC 17 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA