

Randy L. Quinn

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Randy L. Quinn
2268 Royal Lane
Naples, FL 34112

January 23, 1997

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

RE: One Price East ---- New Corporation

Dear Sir or Madam:

Per your instructions I have enclosed the following items for your approval on a new corporation to be called One Price East:

A) Articles of Incorporation

B) Check in the amount of \$122.50

If any questions arise please contact me at (941) 592-7777. Thank you for your time and courtesy.

Sincerely,

Randy L. Quinn
Randy L. Quinn

[Signature]
1/30

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97 JAN 27 AM 11:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

FOR

ONE PRICE EAST, INC.

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TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation shall be ONE PRICE EAST, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business under Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE IV - AUTHORIZED STOCK

The corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the corporation is Randy L. Quinn. The street address of the initial registered office of the corporation for service of process shall be 3838 Davis Boulevard, Naples, Florida, 34112.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director(s). The number of directors may be increased or decreased from time to time by the By-Laws, provided that the number of directors shall not be less than one person at any time. The name and address of the initial directors of the corporation are:

Suzanne Quinn
3838 Davis Boulevard
Naples, FL 34112

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation is Randy L. Quinn, of 3838 Davis Boulevard, Naples, Florida 34112.

ARTICLE VIII - PRINCIPAL OFFICE ADDRESS

The initial principal office and mailing address of the corporation shall be 3838 Davis Boulevard, Naples, Florida 34112. The corporation reserves the privilege of having branch or other offices at places within or without the State of Florida.

ARTICLE IX - BY-LAWS

The initial By-Laws of the corporation shall be adopted by the Board of Director(s) at the organizational meeting. Thereafter, the power to adopt, alter, amend, or repeal the By-Laws shall be vested in the shareholders of the corporation.

ARTICLE X - POWERS

The corporation shall have all of the corporate powers enumerated in Chapter 607, Florida Statutes, as amended from time to time.

ARTICLE XI - NO PRE-EMPTIVE RIGHTS

No holder of stock of the corporation of any class shall have any preferential, pre-emptive or other rights to subscribe for or to purchase from the corporation any stock of the corporation of any class, whether or not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

ARTICLE XII - AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change, or repeal any provision or provisions contained in these Articles of Incorporation, or any Amendment thereto, in accordance with the laws of the State of Florida as amended from time to time. All rights conferred upon the shareholders of the corporation are granted subject to this reservation.

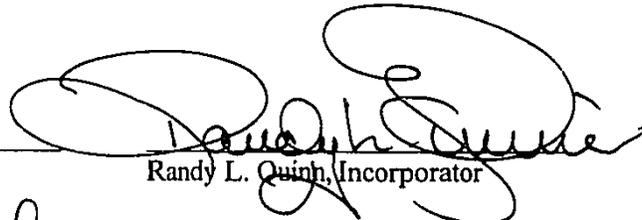
ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence for the above-named corporation shall be the date of filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of December, 1996.

WITNESSES:



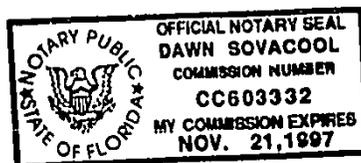

Randy L. Quinn, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Randy L. Quinn, who after being first duly sworn, deposes and says that he has read the foregoing Articles of Incorporation and that he has executed them for the purposes of establishing the corporation set forth herein.

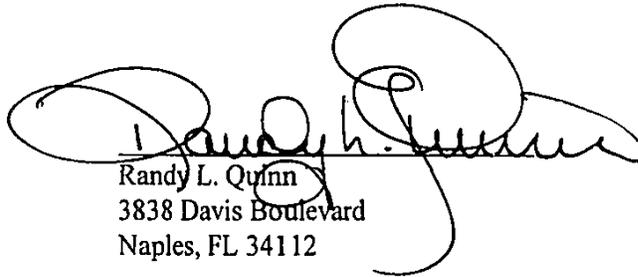
WITNESS my hand and seal this 18th day of December, 1996.


Notary Public



**NOTICE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Pursuant to Section 607.304, Florida Statutes, the undersigned hereby accepts designation as the initial registered agent for ONE PRICE EAST, INC., a Florida corporation this 18th day of December, 1996.



Randy L. Quinn
3838 Davis Boulevard
Naples, FL 34112

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