

# P97000019110

Clark & Scholnik

A Partnership of Professional Associations

THOMAS M. CLARK, P.A.  
LOUIS N. SCHOLNIK, P.A.

February 18, 1997

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VIA US MAIL

Corporate Records Bureau  
Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

600002095206--8  
-02/24/97-01032-002  
\*\*\*\*122.50 \*\*\*\*122.50

RE: PAY LESS WHOLESALE, INC.

Ladies or Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and one (1) original and one (1) copy of Registered Agent Designation for the above referenced corporation. Please file with the Secretary of State.

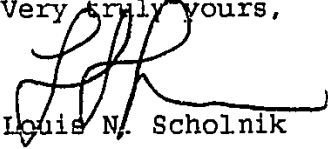
Also enclosed is our check in the amount of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars in payment for the following:

- |    |                                     |         |
|----|-------------------------------------|---------|
| 1. | Filing fee                          | \$35.00 |
| 2. | Certificate of Registered Agent     | 35.00   |
| 3. | Certified Copy of Corporate Charter | 52.50   |

Total                      \$122.50

Upon filing, please return the certified copy to us at the address shown above in the enclosed self-addressed envelope. If there are any questions, please feel free to call my office collect.

Very truly yours,

  
Louis N. Scholnik

LNS/lp

Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 24 AM 9:45

97/3/3/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 FEB 24 AM 9:45

ARTICLES OF INCORPORATION

OF

**PAY LESS WHOLESALE, INC.**

ARTICLE I - NAME

The name of this corporation is **PAY LESS WHOLESALE, INC.** The principal office and mailing address of this corporation is: 4099 NW 31st Avenue, Fort Lauderdale, FL 33309.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4099 NW 31st Avenue, Fort Lauderdale, Florida, 33309, and the name of the initial registered agent of this corporation at that address is WAEI DAHSHEH.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws.

The names and addresses of the initial Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Wael Dahsheh	4099 NW 31st Avenue Fort Lauderdale, FL 33309
Hanan Dahsheh	4099 NW 31st Avenue Fort Lauderdale, FL 33309

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Wael Dahsheh	4099 NW 31st Avenue Fort Lauderdale, FL 33309

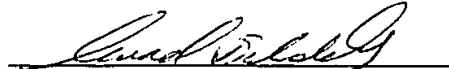
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - 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 the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18<sup>th</sup> day of February, 1997.

  
Wael Dahsheh

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of February, 1997, by Wael Dahsheh, who is personally known to me, or who has produced \_\_\_\_\_ as identification, and who did take an oath.

  
Notary Public, State of Florida

My Commission Expires:



LYDIA PRIEST  
MY COMMISSION # CC400886 EXPIRES  
August 10, 1998  
BONDED THROUGH TROY FARM INSURANCE, INC

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

**PAY LESS WHOLESALE, INC.**

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

**PAY LESS WHOLESALE, INC.**, desiring to organize under the laws  
of the State of Florida, with its principal office, as indicated in  
the Articles of Incorporation at City of Fort Lauderdale, County of  
Broward, State of Florida, has named **Wael Dahsheh**, located at 4099  
NW 31st Avenue, Fort Lauderdale, Florida, 33309, as its agent to  
accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.  
Further, I am familiar with and accept the obligations provided for  
in Florida Statute 607.0505.

BY:   
Wael Dahsheh

FILED  
SECRETARY OF STATE  
CORPORATIONS  
97 FEB 24 AM 9:45