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ACCOUNT NO. : 072100000032

REFERENCE : 330812 80670A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 15, 1997

ORDER TIME : 9:29 AM

ORDER NO. : 330812-005

CUSTOMER NO: 80670A

CUSTOMER: Sylvia Gomez, Legal Assistant
CARDILLO KEITH & BONAQUIST

3550 E. Tamiami Trail

Naples, FL 34112

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***122.50 ***122.50

DOMESTIC FILING

NAME: SUNBELT LIQUIDATORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED
97 APR 15 AM 10:39
DIVISION OF CORPORATION

APR 15 1997

ARTICLES OF INCORPORATION
OF
SUNBELT LIQUIDATORS, INC.

FILED
97 APR 15 AM 11:32
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

SUNBELT LIQUIDATORS, INC.

ARTICLE II

The corporation may engage in any activity or business and perform all of the powers and privileges granted corporations under the laws of the State of Florida and the United States of America.

ARTICLE III

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be five hundred (500) shares with a par value of One Dollar (\$1.00) and shall be classified as follows:

Series A	Voting	500 Shares
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ARTICLE IV

This corporation shall begin business with a capital of not less than Five Hundred Dollars (\$500.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The name and address of the corporation's initial registered agent is:

James A. Bonaquist, Jr., Esquire, Cardillo, Keith & Bonaquist, 3550 East Tamiami Trail,

Naples, Florida 34112.

ARTICLE VII

The principal place of business of this corporation shall be located at: 3030 S Horseshoe Drive, Naples, Collier County, Florida 34104, and may have such other places of business within and without the State of Florida, or in foreign countries as may be necessary or convenient, and as may be determined by the Board of Directors of this corporation.

ARTICLE VIII

The business of this corporation shall be conducted by the Board of Directors, which shall number no less than one (1), nor more than five (5); the exact number to be determined by the By-Laws of the corporation.

ARTICLE IX

The names and addresses of the Directors of this corporation who should hold office unless otherwise provided in the duly adopted By-Laws of this corporation for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

Benedict R. Conti , 700 Lambton Lane, Naples, Florida 34104
Gerald J. Conti, Binnacle Drive, Naples, Florida

ARTICLE X

The names and post office addresses of the President, Vice-President, Secretary and Treasurer, who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporation By-Laws are as follows:

President/Treasurer: Benedict R. Conti, 700 Lambton Lane, Naples, FL 34104
Vice President/Secretary: Gerald J. Conti, 3363 Binnacle Drive, Naples, FL

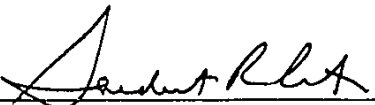
ARTICLE XI

The name and address of the subscriber of these Articles of Incorporation is as follows:

Benedict R. Conti, 700 Lambton Lane, Naples, FL 34104

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the charter of the above corporation.

Witness my hand and seal this _____ day of _____, 1997.


Benedict R. Conti

STATE OF FLORIDA,
COUNTY OF COLLIER,

Before me, the undersigned Notary Public, personally appeared Benedict R. Conti, to me known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

Subscribed and sworn to before me on this _____ day of _____, 1997.

NOTARY PUBLIC
(SEAL)

CARDILLO, KEITH & BONAQUIST, P.A.
Attorneys at Law
3550 South Tamiami Trail
Naples, Florida 34112
(941) 774-2229

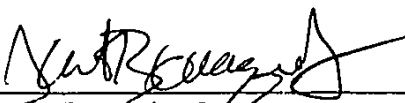
By: _____
James A. Bonaquist, Jr.

**CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Sections 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent, in the State of Florida:

FIRST: That Sunbelt Liquidators, Inc., desiring to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation at 3030 S. Horseshoe Drive, Naples, County of Collier, State of Florida, has named James A. Bonaquist, Jr., located at 3550 Tamiami Trail East, Naples, Florida 34112-4905, State of Florida, as its Registered Agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of the position of Registered Agent.


James A. Bonaquist, Jr.

FILED
97 MAR 15 AM 11:32
SEAL
TALLAHASSEE, FLORIDA