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TRANSMITTAL LETTER

97 MAY 19 PM 1:49

ENCLOSURE  
TALLAHASSEE, FLORIDA

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

300002183653--8  
-05/19/97--01147--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: MAT-CO Appliance Inc.

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

Seventy-Eight & 75/100 dollars (\$78.75) Filing Fee & Certificate

FROM: Robert M. Pinder  
3301 S. Andrews Ave., #C4  
Ft. Lauderdale, FL 33316  
954/728-8759

PH  
5/21/97

ARTICLES OF INCORPORATION

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97 MAY 19 PM 1:49

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

ARTICLE I NAME

The name of the corporation shall be: MAT-CO Appliance Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: P.O. Box 22398, Ft. Lauderdale, FL 33335-2398

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Robert M. Pinder, 3301 S. Andrews Ave., #C4, Ft. Lauderdale, FL 33316

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Robert M. Pinder, 3301 S. Andrews Ave., #C4, Ft. Lauderdale, FL 33316

The undersigned incorporator has executed these Articles of Incorporation this 15 day of MAY, 1997.

Robert M. Pinder  
Robert M. Pinder

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CERTIFICATE OF DESIGNATION OF 97 MAY 19 PM 1:49  
REGISTERED AGENT/REGISTERED OFFICE

TALLAHASSEE, FLORIDA

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.

1. The name of the corporation is: MAT-CO Appliance Inc.
2. The name and address of the registered agent and office is:  
Robert M. Pinder, 3301 S. Andrews Ave., #C4, Ft. Lauderdale,  
FL 33316

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.

Robert M. Pinder  
Robert M. Pinder

5-15-97  
Date