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Pittman
Manuel
Thompson &
Perry, P.A.
Attorneys at Law

C. Wes Pittman
Jay W. Manuel
R. Waylon Thompson
H. Lawrence Perry

Dottie Freeman
Paralegal

August 4, 1997

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

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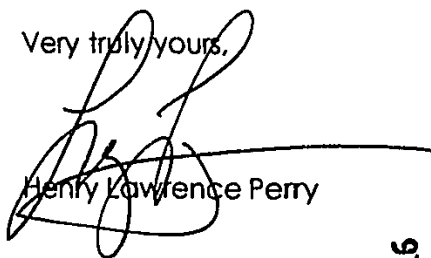
RE: SeaShore Appliances, Inc.

Dear Sir/Madam:

Enclosed is the original and one copy of Articles of Incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$122.50 representing payment for the filing of this document.

Thank you for your anticipated cooperation and assistance.

Very truly yours,


Henry Lawrence Perry

HLP/pp

Enclosures

314 Magnolia Ave.
Panama City, FL 32401
Mailing Address:
P.O. Box 710
Panama City, FL 32402
(904) 784-9000
Fax 763-6787

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -5 PM 3:08

**ARTICLES OF INCORPORATION
OF
SEASHORE APPLIANCES, INC.**

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
19 AUG -5 PM 3:00

ARTICLE I - NAME

The name of this corporation is SeaShore Appliances, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of business to be conducted by this corporation shall be the sale of appliances; however, the corporation shall also have power to do all things that now are or may hereafter be allowed to corporations by the laws of Florida and by the laws of the United States of America.

ARTICLE III - DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred shares of common stock, each share having the par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 314 Magnolia Avenue, Panama City, FL 32401, and the name of the initial registered agent of this corporation at that address is Larry Perry.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names of the initial directors of this corporation and the initial directors' street address are:

Pam Perry
1005 Barracuda Drive
Panama City, FL 32408

Larry Perry
314 Magnolia Avenue
Panama City, FL 32401

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE VIII - INCORPORATORS

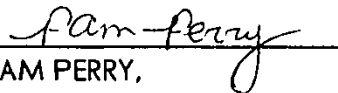
The names and address of the persons signing these Articles are: Pam Perry, P. O. Box 27334, Panama City, FL 32411 and Larry Perry, 314 Magnolia Avenue, Panama City, FL 32401.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders'

meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on August 4, 1997.


PAM PERRY,
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

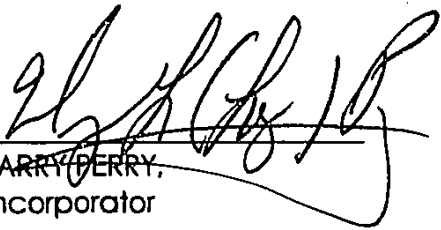
BEFORE ME, personally appeared PAM PERRY, well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 4th day of August, 1997.


NOTARY PUBLIC

My Commission Expires:

SHERRI TAYLOR
Notary Public, State of Florida
My comm. expires Dec. 7, 1998
Comm. No. CC 425043


LARRY PERRY,
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, personally appeared LARRY PERRY well known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 4th day of August, 1997.


NOTARY PUBLIC

My Commission Expires:

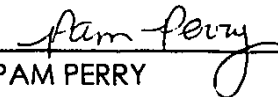
SHERRI TAYLOR
Notary Public, State of Florida
My comm. expires Dec. 7, 1998
Comm. No. CC 425043

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED FOR SEASHORE APPLIANCES, INC.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SeaShore Appliances, Inc., desiring to organize and qualify under the laws of the State of Florida, with its principle place of business at P. O. Box 27334, Panama City, Florida 32411, has named Larry Perry located at 314 Magnolia Avenue, Panama City, Florida 32401, as its agent to accept service of process within Florida.

Dated this 4th day of August, 1997.

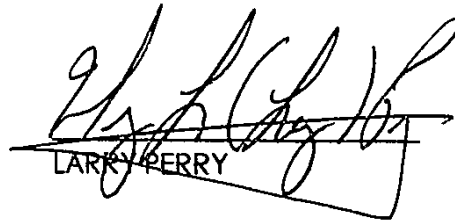

PAM PERRY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG -5 PM 3:08

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
OF SEASHORE APPLIANCES, INC.**

The undersigned, having been named to accept service of process for the above-named corporation, at 314 Magnolia Avenue, Panama City, Florida 32401, agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

Dated this 4th day of August, 1997.


LARRY PERRY

STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me this 4th day of August, 1997.


NOTARY PUBLIC

My Commission Expires:

SHERRI TAYLOR
Notary Public, State of Florida
My comm. expires Dec. 7, 1998
Comm. No. CG 425043

**MINUTES OF ORGANIZATION MEETING
OF BOARD OF DIRECTORS OF
SEASHORE APPLIANCES INC.**

The Organizational Meeting of the Board of Directors of this Corporation was held on Friday, August 1, 1997, at 4:00 P.M. The initial directors named in the Articles of Incorporation were present.

The directors waived notice of the meeting, as evidenced by the signature of the directors to the Waiver of Notice which was ordered to be placed at the end of these minutes.

Pam Perry presided over the meeting as Chairman, and Larry Perry acted as Secretary of the meeting, taking the minutes of the meeting.

The Articles of Incorporation of this Corporation were filed in the office of the Department of State in Tallahassee, Florida on the 5th day of August, 1997.

On motion duly made and carried, a copy of the Articles of Incorporation of this Corporation, duly certified by the Department of State of Florida, was ordered to be inserted in the minute book of this Corporation preceding the minutes of this meeting.

On motion duly made and carried, the following person was duly elected as director of this Corporation to serve as such until the annual meeting of shareholders or until his successor is chosen and qualified:

Pam Perry
P. O. Box 27334
Panama City Beach, Florida 32411

On motion duly made and carried, a set of Bylaws was duly adopted, and these were ordered to be inserted in the minute book of this Corporation following the certified copy of the Articles of Incorporation and immediately preceding the minutes of this meeting.

On motion duly made and carried, the following person was duly elected as officer of this Corporation to serve as such until the annual meeting of the Board of Directors to be held immediately following the next annual meeting of the shareholders of the Corporation, or until his successor is chosen and qualified:

President:

Pam Perry
P. O. Box 27334
Panama City Beach, Florida 32411

Secretary:

Larry Perry
314 Magnolia Avenue
Panama City, FL 32401

The officers so elected assumed their respective duties.

On motion duly made and carried, the seal presented for consideration by the Secretary was adopted as the corporate seal of this Corporation and a specimen of the seal was ordered to be imposed on the margin of this page adjacent to the record of this motion.

On motion duly made and carried, the form of stock certificate presented for consideration by the Secretary was approved. The Secretary instructed to insert a copy marked "Specimen" in the minute book immediately following the minutes of this meeting and to use this form in issuing certificates of the stock of this Corporation.

On motion duly made and carried, a resolution designating SeaShore Appliances, Inc. as depository for the funds of this Corporation and designating the persons authorized to draw checks on the account at that bank was duly adopted in the form required by the bank. The resolution provided that checks may be signed by Pam Perry and Larry Perry. A copy of the bank resolution was ordered placed in the minute book immediately following the minutes of this meeting.

On motion duly made and carried, the following resolution was duly adopted:

RESOLVED, that the appropriate officer of the corporation is authorized to offer for sale and issue 100 shares of the common stock of the Corporation for a consideration not less than the par value of the stock as provided for in the Articles of Incorporation.

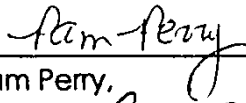
Incidental to the organization of the Corporation, the following resolutions were duly made, seconded and unanimously carried:

RESOLVED that the officers of this Corporation are authorized and directed to pay all reasonable and proper expenses incident to the organization of this Corporation and to reimburse any person making any disbursements for this Corporation.

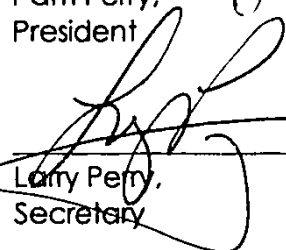
FURTHER, RESOLVED, that the Secretary or his successor in office is directed to procure all necessary corporate books that may be required by the laws of Florida or otherwise in connection with the business of the Corporation.

There being no further business to come before the meeting, upon motion duly made and carried, the meeting was adjourned at 4:30 P.M.

Respectfully submitted,



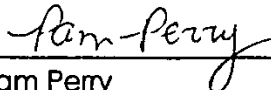
Pam Perry,
President



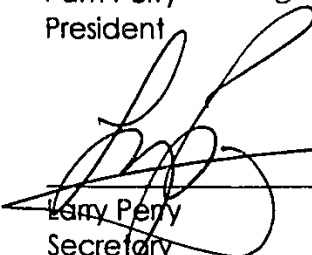
Larry Perry,
Secretary

WAIVER OF NOTICE

The undersigneds, being the directors of SeaShore Appliances, Inc. named in the Articles of Incorporation, waives notice of the Organizational Meeting of the Board of Directors of this Corporation and consents to the holding of the meeting at 314 Magnolia Avenue, Panama City, Florida 32401, at 4:00 P.M. on August 1, 1997.



Pam Perry
President



Lamy Perry
Secretary