

PA7000081654

DATE SEPTEMBER 16, 1997

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

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****122.50 ****122.50

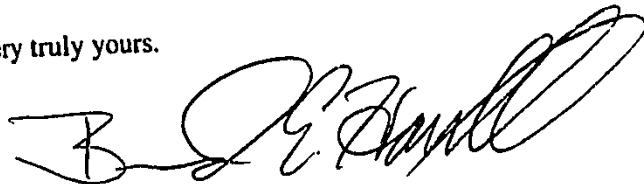
Re: BERNIE'S VARIETY DISCOUNT CENTER, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours.



Bernard E. Harrell
(Individual's Name)

Bernie's Variety Discount Center
(Name of Corporation)

FILED
97 SEP 18 AM 8 31
TALLAHASSEE, FLORIDA

MAILING ADDRESS OF CORPORATION		
1529 Avenue D		
Fort Pierce, Florida 34964		
PHONE		
(56±)	465-3360	
Area Code	Number	Ext.

Done
9/22/97

ARTICLES OF INCORPORATION

of

BERNIE'S VARIETY DISCOUNT CENTER, INC.

(name of corporation)

FILED

97 SEP 18 AM 8:31

TALLAHASSEE, FLORIDA

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

BERNIE'S VARIETY DISCOUNT CENTER, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 4 (four) shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	1529 Avenue D		
CITY	Fort Pierce	FLORIDA	Florida
		ZIP	34964

Mailing address, if different

STREET ADDRESS			
CITY	FLORIDA	ZIP	

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	Bernard E. Harrell		
ADDRESS	1529 Avenue D		
CITY	Fort Pierce	FLORIDA	ZIP 34964

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Bernard E. Harrell		
ADDRESS	1529 Avenue D		
CITY	Fort Pierce, Florida 34964	STATE	ZIP
NAME	Vera M. Harrell		
ADDRESS	1529 Avenue D		
CITY	Fort Pierce, Florida 34964	STATE	ZIP
NAME	Bernice I. Harrell		
ADDRESS	1529 Avenue D		
CITY	Fort Pierce, Florida 34964	STATE	ZIP

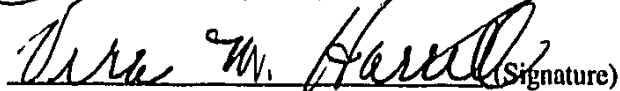
ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Bernard E. Harrell		
ADDRESS	1529 Avenue D		
CITY	Fort Pierce	STATE Florida	ZIP 34964
NAME	Vera M. Harrell		
ADDRESS	1529 Avenue D		
CITY	Fort Pierce	STATE Florida	ZIP 34964
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 16th day of September, 1997.

 (Signature)

 (Signature)

____ (Signature)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

97 SEP 18 AM 8:31
FILED
SECRET
TALLAHASSEE, FLORIDA

BERNIE'S VARIETY DISCOUNT CENTER, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1523-29 Avenue D

Fort Pierce, Florida 34964

has named Bernard E. Harrell

located at the aforesaid address, as its registered agent to accept service of process within this state.

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.

B. E. Harrell
(Signature)

Sept. 16, 1997
(Date)