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TRANSMITTAL LETTER

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

200002333132--3
-10/29/97-01112-013
*****78.75 *****78.75

SUBJECT: THOMPSON'S HARDWARE, INC.

(Proposed corporate name - must include suffix)

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

<u> </u> \$70.00	<u>XX</u> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: TERESA RIDER
NAME (Printed or typed)
3165 LIONEL ROAD
ADDRESS
MIMS, FL 32754
CITY, STATE & ZIP
(407) 264-6258
DAYTIME TELEPHONE NUMBER

FILED
97 OCT 29 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

ON 10/30/97

ARTICLES OF INCORPORATION
OF
THOMPSON'S HARDWARE, INC.

We, the undersigned, being of full age, sui juris and citizens of the United States, hereby file these Articles for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be Thompson's Hardware, Inc.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, but is primarily designed to engage in Retail.

ARTICLE III

The total authorized capital stock of this corporation shall be 1000 shares of common stock of par value of \$1.00 per share. Said stock shall be paid for in cash or property, labor or services at a just valuation to be fixed by the incorporator in the manner provided for by statutes, and the stock shall be issued in accordance with such valuation. The capital stock shall be Section 1244 stock.

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TALLAHASSEE, FLORIDA

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

The principal place of business and general office of this corporation shall be at 621-A Cheney Highway, Titusville, Florida, 32780 but it may maintain offices and transact business at such other places, either within or without the State of Florida, as the Board of Directors may from time to time provide by resolution. The registered agent for the corporation shall be Teresa Rider, whose business office is located at 621-A Cheney Highway, Titusville, Florida, which office is hereby designated as the registered office of the corporation.

ARTICLE VII

The business of the corporation shall be conducted by a president, a vice-president, a secretary and treasurer, and a board of directors not less than the minimum required by law, or more than five. All stockholders shall possess voting power. Each member of the board of directors shall be elected at the meeting of the shareholders and each of the above designated officers, shall be elected by the board of directors and shall hold office until their successors are elected or appointed. The name and street address of the first officers and directors of the corporation are:

President

Teresa Rider
3165 Lionel Road
Mims, FL 32754

Vice-President

Michael Rider
3165 Lionel Road
Mims, FL 32754

Secretary, Treasurer

David Nankivil
3860 Barcelona Street
Titusville, FL 32796

ARTICLE VIII

The highest amount of indebtedness to which this corporation may at any time subject itself shall be unlimited.

ARTICLE IX

The name and post office address of the incorporators of this corporation and the amount of stock subscribed for by them are as follows:

Teresa Rider	55 shares
3165 Lionel Road	
Mims, FL 32754	

Michael Rider	15 shares
3165 Lionel Road	
Mims, FL 32754	

David Nankivil	30 shares
3860 Barcelona Street	
Titusville, FL 32796	

IN WITNESS THEREOF, I have hereunto set my hand and seal to the foregoing Articles of Incorporation, and acknowledged this instrument to be filed in the office of the Secretary of State, State of Florida, the 16TH day of OCTOBER, 1997.

Teresa Rider
Teresa Rider

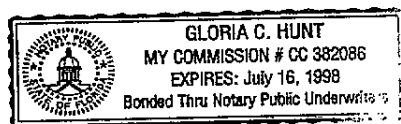
STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared Teresa Rider, personally known to me to be the person described in and who acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 16TH of OCT, 1997.

Gloria C. Hunt
Notary Public

GLORIA C. HUNT
Notary Name Printed



CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, AND NAMING AGENT UPON WHOM
SERVICE MAY BE SERVED

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

THOMPSON'S HARDWARE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in Titusville, County of Brevard, State of Florida, has named Teresa Rider, located at 621-A Cheney Highway, Titusville, Florida, as its agent to accept service of process within this state. 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.

DATED this 16th day of Oct, 1997.

Accepted by

Teresa Rider
Teresa Rider

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA