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GEORGE G. ROMAN, E A  
ACCOUNTING & TAX SERVICE

306 E. Waters Avenue  
Tampa, Florida 33604

(813) 932-9855

December 10, 1997

Secretary of State  
Capitol Building  
P.O. Box 6327  
Tallahassee, Fl. 32314

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\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed you will find the Articles of Incorporation in the name of Conley Appliance Service, Inc. which I request to be filed. I am also enclosing a check in the amount of \$122.50 made out to the Secretary of State. This amount is broken down for a filing fee of \$35.00, a registration fee of \$35.00 and \$52.50 for a certified copy of the charter from your office.

I would appreciate your office processing this charter at your earliest convenience.

Respectfully,

*George G. Roman*  
George G. Roman,

EFFECTIVE DATE  
12-11-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
DEC 16 PM 3:20

12-16-97  
WGS

ARTICLES OF INCORPORATION  
OF  
CONLEY APPLIANCE SERVICE, INC.

I, the undersigned hereby organize 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 said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

ARTICLE I NAME

The name of the corporation shall be

CONLEY APPLIANCE SERVICE, INC.

ARTICLE II DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III PURPOSE

The corporation may emerge in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$150.00 par value common stock, which should be designated "Common Shares".

ARTICLE V CAPITAL

The amount of capital with which the corporation will begin business shall be \$15,000.00.

FILED  
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EFFECTIVE DATE  
12-16-97

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial/principal registered office of this corporation is 17530 Shadyside Circle, Lutz, Florida 33549. The name of the registered agent of this corporation at that address is Frederick Otho Conley. I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

*Frederick Otho Conley*  
Frederick Otho Conley

ARTICLE VII

This corporation shall have one director, initially. The number of directors may be increased from time to time by a majority vote the stockholders, but shall never be less than one.

ARTICLE VIII

The name and street address of the member of the first Board of Director is:

Frederick Otho Conley  
17530 Shady side Circle  
Lutz, Florida, 33549

ARTICLE IX INCORPORATORS

The name and address of the initial subscriber signing these articles is:

Frederick Otho Conley      17530 Shady side Circle  
Lutz, Florida, 33549

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#### ARTICLE X BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amounts set opposite his name:

Frederick Otho Conley

100 shares

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to this corporation. The price and terms at which, and the times within which such shares may be offered and sold, shall be further specified by written agreement among all of the shareholders and this corporation.

#### ARTICLE XII ADOPTION OF BY-LAWS

A special meeting of the subscribers or their assigns shall be held upon the call of the President for the purpose of completing the organization of the corporation and the adoption of the by-laws and the transaction of such other business as may come before meeting.

#### ARTICLE XIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation on this 10th day of December 1997.

Frederick Otho Conley  
Frederick Otho Conley, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Frederick Otho Conley who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledge before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State named above this 10th day of December 1997.

George G. Roman  
NOTARY PUBLIC, STATE OF FLORIDA  
Notary name printed:  
George G. Roman  
Commission # CC422358