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Richard Oehler

200 PIERCE STREET
TAMPA, Florida 33602
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FILED

DEC 29 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Trial Practice/Personal Injury &
Wrongful Death
Wills Estates and Estate Planning
Real Property Law

December 3, 1997

Florida Division of Corporations
Box 6327
Tallahassee, Florida 32314

100002384301--3
-12/29/97-01056-014
****122.50 ****122.50

Re: Sear-Service, Inc.

Dear Sir or Madam:

Attached please find the following documents which we are respectfully sending in connection with formation of the above corporation:

1. Articles
 2. Agent for Service of Process
 3. Check for \$122.50 for your fee and for a certified copy
- which you may send to this address.

Please call me if the papers are not in order. Thank you.

Very truly yours,

Richard Oehler

RICHARD OEHLER

RO/ro

P. Hall

DEC 3 0 1997

**ARTICLES OF INCORPORATION
OF SEAR-SERVICE, INC.**

ARTICLE I. - NAME

The name of this corporation is Sear-Service, Inc.

ARTICLE II. -DURATION

This corporation shall exist into perpetuity.

Article III.-Purpose

This corporation is organized for the following purposes: to engage in sale and servicing of new and used appliances and for any other lawful corporate purpose.

Article IV-Capital Stock and Voting Rights

This corporation is authorized to issue 10,000 shares of common stock at \$1.00 par value, which shall be designated "Common Shares", and is authorized to issue initially 100 shares at \$1.00 par value, which shall be fully paid for at the time of incorporation. The, the initial capitalization of 100 shares shall be non-assessable.

This corporation shall initially have only one class of stock.

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding shares.

Article v.-Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI.-Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 5214 E. 131st. Avenue Tampa, Florida 33617 and the name of the initial registered agent of this corporation at that address is A.M. OWENS. The mailing address of the corporation is 5214 E. 131st. Ave. Tampa, Florida 33617.

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TALLAHASSEE, FLORIDA**

Article Vi.-No Directors

The corporation shall not have directors but the business shall be run by the shareholders.

Article VIII Initial Shareholders

The initial shareholders of the corporation are as follows:

A.M. OWENS - 5214 E. 131st. Ave. Tampa, Florida 33617.

Article IX.- Officers

The officers shall be responsible for the day-to-day management and affairs of this corporation and the initial officers shall be as follow:

President/	A.M. OWENS
Treasurer:	5214 E. 131st. Avenue Tampa, Florida 33617

Vice President/	A.M. OWENS
Secretary:	5214 E. 131st. Avenue, Tampa, Florida 33617

Article X.-Incorporation

The name and address of the person signing these Articles is:

**A.M. OWENS
5214 E. 131st. Avenue, Tampa, Florida 33617**

Article XI. Bylaws

The power to adopt, alter, amend or repeal by laws shall be vested in the shareholders.

Article Xiii.-Initial Ownership of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set forth opposite their names:

A.M. OWENS	100% OF SHARES
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Article Xiii.-Calling of Special Meetings

Special meetings of shareholders may be called by any stockholder owing not less than one-third (1/3) of the shares.

Article XIV.-Meetings By Conference Telephone

Shareholders may participate in general or special meetings of the Board of Directors by means of conference telephone as provided by law.

Article XV. Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto; any right conferred upon the shareholders is subject to this reservation.

Article XVI.-Powers

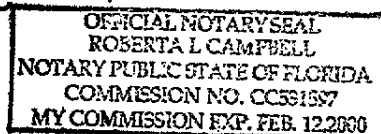
This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of December, 1997.

A.M. Owens
A.M. OWENS

The foregoing instrument was acknowledged before me as attorney in fact on this 20th day of December, 1997 by A.M. Owens who is personally known to me or presented power of attorney as identification.

Roberta L Campbell
NOTARY PUBLIC



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

First, that Sear-Service, Inc. desiring to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation in the City of Tampa, Florida, has named A.M. Owens located at 5214 E. 131st. Avenue Tampa, Florida 33617 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at 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.



A.M. Owens

(On behalf of Sear-Service, Inc.)