

LANDT, WIECHENS, TROW & LaPEER

A Partnership Including Professional Associations

ATTORNEYS AT LAW

POST OFFICE BOX 2045
OCALA, FLORIDA 34478

FREDERICK E. LANDT, III
EUGENE A. WIECHENS, P.A.
CHESTER J. TROW, P.A.
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OCALA OFFICE
445 N.E. 8TH AVENUE
OCALA, FLORIDA 34470
Telephone (352) 732-8622
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March 31, 1998

Board Certified: Civil Litigation and
Business Litigation
Also Admitted to District of Columbia
Certified Mediator

BELLEVUE OFFICE
5709 S.E. ABSHIER BLVD.
BELLEVUE, FLORIDA
Telephone (352) 245-5184
Telecopier (352) 245-9808

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Re: Bargain Center of Ocala, Inc.

800002475118--4

-04/01/98 --01053--013

***122.50 ***122.50


Dear Sirs:

In connection with the above corporation, enclosed please find the original and one copy of the Articles of Incorporation for filing with your office. Also, enclosed please find my check made payable to your order in the amount of \$122.50 to cover the cost of filing fees and one certified copy of the Articles. Please return one certified copy to my above Ocala Office in the enclosed, stamped, self-addressed envelope.

Thanking you in advance for your prompt attention in this regard, I am

Very truly yours,

LANDT, WIECHENS, TROW & LaPEER



Eugene A. Wiechens

EAW:sj

Enclosures:

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98 APR -1 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
4/2/98

ARTICLES OF INCORPORATION
OF
BARGAIN CENTER OF OCALA, INC.

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be BARGAIN CENTER OF OCALA, INC. with its principal place of business at 518-a Fairway Circle, Ocala, Florida 34472.

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the Laws of the United States of America, the State of Florida, or any other state, territory, country, or nation.

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock having a par value of ONE DOLLAR (\$1.00).

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every stockholder, upon sale for cash of any new stock of this Corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED AGENT

The initial Registered Agent for the Corporation is SUSAN B. KENT, and the street address of the Registered Agent is 518-A

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fairway Circle, Ocala, Florida 34472. I, SUSAN B. KENT, the named Registered Agent for BARGAIN CENTER OF OCALA, INC., being familiar with, accepts the obligations of this position by signing these Articles of Incorporation.

ARTICLE VI - BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is SUSAN B. KENT, whose address is 518-A Fairway Circle, Ocala, Florida 34472.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is SUSAN B. KENT, whose address is 518-A Fairway Circle, Ocala, Florida 34472.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.



SUSAN B. KENT
Incorporator/Registered Agent

FILED
98 APR - 1 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally came and appeared **SUSAN B. KENT**, the Incorporator and Registered Agent for BARGAIN CENTER OF OCALA, INC., to me personally known or who produced Florida Driver License for identification.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this the 31st day of March, 1998.

Eugene A. Wichens
Notary Public:
State of Florida at Large

My Commission Expires:



Eugene A. Wichens
My Commission CC636952
Expires May 19, 2001