

TRANSMITTAL LETTER

P98000041514

Department of State
Division of Corporations
P. O. Box 6127
Tallahassee, FL 32314

800002512268-2
-05/05/98-01147-015
*****78.75 *****78.75

SUBJECT:

StoreSolutions, Incorporated
(Proposed corporate name - must include suffix)

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

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

William H. Sands

Name (Printed or typed)

P.O. Box 1527

Address

Winter Haven, FL 33882

City, State & Zip

941-295-9499

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -5 PM 2:27

FILED

NOTE: Please provide the original and one copy of the articles.

9/5-7-98

ARTICLES OF INCORPORATION

OF

STORESOLUTIONS, INC.

FILED
98 MAY -5 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the corporation is STORESOLUTIONS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 10,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered and initial principal office of this corporation is 505 Avenue A., N.W., Suite 307, Winter Haven, FL 33881 and the name of the initial registered agent at that address is WILLIAM H. SANDS.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by resolution adopted by the stockholders, but shall never be less than one. The name and address of the initial member of the Board of Directors of this corporation are:

WILLIAM H. SANDS

505 Avenue A, N.W.

Suite 307

Winter Haven, FL 33881

ARTICLE VII - INCORPORATORS

The name and address of the Incorporator to these Articles of Incorporation are:

WILLIAM H. SANDS

505 Avenue A, N.W.

Suite 307

Winter Haven, FL 33881

ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit, or proceeding, whether civil, criminal, administrative

or investigative, by reason of the fact that he is or was a director or officer of the corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section IX A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in Article IX.

D. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement or vote of directors, shareholders, or otherwise, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person.

E. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the corporation, or is or was serving, at the request of the corporation, as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such whether or not the corporation would have the power to indemnify him against such liability under the provision of this Article.

F. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article VIII may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE IX - DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes :

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XI - EFFECTIVE DATE

The effective date of these Articles of Incorporation is the 5th day of May, 1998.

ARTICLE X - AMENDMENT

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

 The undersigned subscribers have executed these Articles of Incorporation this
_____ day of May, 1998.



WILLIAM H. SANDS

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 4th day of May, 1998 by
WILLIAM H. SANDS, who is personally known to me.

(SEAL)

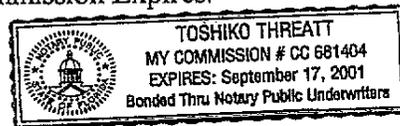
Toshiko Threatt

NOTARY PUBLIC

Toshiko Threatt

Print Name of Notary

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED
AGENT AND OFFICE

FILED
98 MAY -5 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following
submitted:

That STORESOLUTIONS, INC., desiring to organize and qualify as a corporation under
the laws of the State of Florida, with its initial registered office at 505 Avenue A, NW,
Suite 307, Winter Haven, FL 33881, has named WILLIAM H. SANDS, located at 505
Avenue A, NW Suite 307, Winter Haven, FL 33881, as its Registered Agent to accept
service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at
the place designated in this Certificate, WILLIAM H. SANDS hereby agrees to act in this
capacity, and further agrees to comply with the provisions of all statutes relative to the
proper performance of his duties.



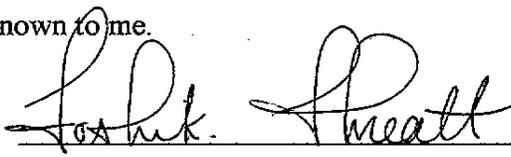
WILLIAM H. SANDS

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 4th day of May, 1998 by
WILLIAM H. SANDS, who is personally known to me.

(SEAL)



NOTARY PUBLIC
Toshiko Threatt

Print Name of Notary

My Commission Expires:

