

LOUIS SALI .

2407 E. MALL DR.

FORT MYERS, FL 33901

P980000067168

07/24/98

Secretary of State

Division Of Corporations

Capitol Building

Tallahassee, Florida 32301

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-07/29/98--01057--007
****122.50 ****122.50

Dear Sir:

Enclosed are two (2) copies of the Articles of Incorporation of FLORIDA THRIFT STORES, Inc. and the appointment of a registered agent for filing purposes.

Also enclosed is a check for \$122.50 to cover charter tax, filing fees, registered agent filing fee, and cost of a certified copy of the articles. Please send a certified copy to me.

Sincerely,



LOUIS SALI

FILED
98 JUL 29 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

411 7-31-98

ARTICLES OF INCORPORATION

FILED
98 JUL 29 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned hereby execute(s) and acknowledge(s) these Articles of Incorporation in order to organize and incorporate a business for profit, under the corporate name as stated in **ARTICLE IX**.

ARTICLE I - PURPOSE(S)

The Corporation may engage in the business or profession stated in **ARTICLE IX** and any other transaction or business permitted under the laws of the United States and of this State.

ARTICLE II - DURATION

The duration of this Corporation shall be perpetual. Corporate existence shall commence at the time stated in **ARTICLE IX**, provided that all of the requirements of law are met.

ARTICLE III - REGISTERED OFFICE - AGENT

The street address of the Registered Office and the name of the Registered Agent at said address shall be as stated in **ARTICLE IX**.

ARTICLE IV - NUMBER of DIRECTORS

The number of Directors constituting the initial Board of Directors, if any, are stated in **ARTICLE IX**. The number of the Board of Directors, if any, shall be determined, from time to time, by the by-laws.

ARTICLE V - INCORPORATORS AND DIRECTORS

The name and address of each Incorporator and the name(s) and address(es) of the Members of the initial Board of Directors of this Corporation are stated in **ARTICLE VIII**.

ARTICLE VI - INCORPORATION by REFERENCE

Each of the Powers stated herein shall not be in limitation, but shall be in enumeration, of the Powers of the Corporation. In addition, the Corporation shall have all other Powers as are now, or hereafter, conferred upon it by law.

ARTICLE VII - POWERS of CORPORATION

This Corporation shall have power:

1. To have perpetual succession by its corporate name.
2. To sue and to be sued, complain, and defend in its corporate name in all actions or proceedings.
3. To have a Corporate Seal which may be altered, at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner be reproduced.
4. To purchase, take, receive, lease, or otherwise acquire, own, hold improve, use, and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
6. To lend money, and use its credit to assist its officers and employees in accordance with law.
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
8. To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
9. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for payment of funds so loaned or invested.
10. To conduct its business, carry on its operations, to have offices and exercise the powers granted it, within and without this State.
11. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation.
12. To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation.
13. To make donations for the public welfare or for charitable, scientific or educational purposes.
14. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
15. To pay pensions and to establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, employees of its subsidiaries.
16. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VII

17. To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VIII - NAMES AND ADDRESSES of INCORPORATOR(S)
AND INITIAL BOARD OF DIRECTOR(S)

PRESIDENT: LOUIS SALI, 4709 ORANGE RIVER LOOP RD., FORT MYERS, FL 33905

SECRETARY:

TREASURER:

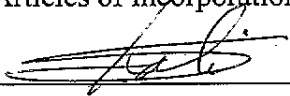
ARTICLE IX - INDEX

- 1) FLORIDA THRIFT STORES, Inc. (Name)
- 2) 2407 E. MALL DR. FORT MYERS FL 33901 (Address)
- 3) THRIFT STORE HOLDINGS (Specific Business or Licensed professional)

AND ANY LAWFUL BUSINESS ACTIVITY FOR WHICH CORPORATIONS MAY BE
INCORPORATED UNDER F.S. CHAPTER 607.

- 4) 07/24/98 (Commencement of Corporate Existence)
- 5) LOUIS SALI (Registered Agent)
- 6) 2407 E. MALL DR., FORT MYERS, FL 33901 (Address:Registered Office)
- 7) ONE (# of Initial Directors)
- 8) 1,000 (# of share Authorized)
- 9) NO PAR VALUE (Par Value/no P.V.)
- 10) COMMON (Class of Stock)

IN WITNESS WHEREOF, We, the undersigned, have set our hands and seals to the foregoing Articles of Incorporation.

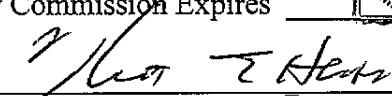
 (SEAL) _____

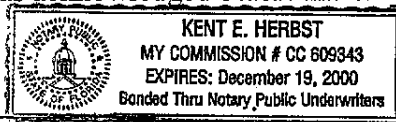
(SEAL) _____

(SEAL) _____

STATE OF FLORIDA)
COUNTY OF Lee)

The foregoing instrument was acknowledged before me on 7 /24/98

My Commission Expires _____

NOTARY PUBLIC



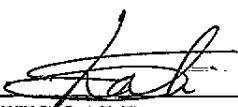
STATE OF FLORIDA -- DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served.

LOUIS SALI

The following is submitted, in compliance with chapter 48.091, Florida Statutes **FLORIDA THRIFT STORES, Inc.** a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at **2407 E. MALL DR.**, in the city of **FORT MYERS**, has named **LOUIS SALI**, located at **2407 E. MALL DR.** city of **FORT MYERS**, county of **LEE**, in the state of **FLORIDA** as its agent to accept service of process within this State.

I agree as Resident Agent to accept Service of Process, to keep office open during prescribed hours, to post my name (and any other officer's of this corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in office as required by Law.



(LOUIS SALI)

FILED
98 JUL 29 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA