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BOARD CERTIFIED:  
CIVIL TRIAL LAWYER

KENNETH V. BEVAN  
OF COUNSEL

(407) 894-6447  
FAX: (407) 894-0332

December 23, 1998

Honorable Sandra B. Mortham  
Secretary of State  
State of Florida  
Division of Corporations  
Post Office Box 6327  
409 E. Gaines Street  
Tallahassee, FL 32314

400002723154--3  
-12/28/98--01065--014  
\*\*\*\*131.25 \*\*\*\*\*87.50

Re: Perez/Goodings, Inc. - Incorporation

Dear Secretary of State:

Please find enclosed the original and copy of Articles of Incorporation of Perez/Goodings, Inc.

Please return a certified copy of the Articles to the undersigned at your earliest opportunity.

Also, once the Articles have been filed, please provide a Certificate of Status/Certificate of Good Standing. Our check in the amount of \$131.25 is enclosed to cover the charge for incorporation and certified copy (\$122.50) and certificate of status (\$8.75).

Thank you for your cooperation in this regard.

Yours truly,

  
ARTHUR BARON

AB/jcc  
Enclosures

PMC 12/29/98

FILED  
98 DEC 28 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PEREZ/GOODINGS, INC.

**FILED**

98 DEC 28 PM 2:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, who are natural persons competent to contract, subscribe to these Articles of Incorporation, to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME. The name of the corporation is:

PEREZ/GOODINGS, INC.

ARTICLE II

BUSINESS AND ACTIVITIES. This corporation is organized for the purposes of any and all legal activity.

ARTICLE III

CAPITAL STOCK. The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors of said corporation.

ARTICLE IV

INITIAL CAPITAL. The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) dollars.

ARTICLE V

TERM OF EXISTENCE. This corporation shall have perpetual existence.

ARTICLE VI

PLACE OF BUSINESS. The initial address of the corporation shall be: 937 West S.R. 436, Altamonte Springs, FL 32714, but this corporation may establish and maintain its principal office and other offices at such other places in the United States of America, its colonies or dependencies and in any foreign country as the Boards of Directors may from time to time determine.

## ARTICLE VII

NUMBER OF DIRECTORS. The number of Directors of this corporation shall consist of one or more Directors from time to time fixed by the Board of Directors or the stockholders, in accordance with the By-Laws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this article shall be construed to preclude that Director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE VIII

INITIAL BOARD OF DIRECTORS. The name and street address of each Board of Directors are as follows:

| Name:             | Address:   |
|-------------------|--|
| Julie Gooding Loy | 2349 Apopka Blvd.<br>Apopka, FL 32703            |
| Ruben Perez       | 937 West S.R. 436<br>Altamonte Springs, FL 32714 |
| Renee Perez, Sr.  | 937 West S.R. 436<br>Altamonte Springs, FL 32714 |

## ARTICLE IX

SUBSCRIBERS. The name and street address of each subscriber of these Articles of Incorporation are as follows:

| Name:         | Address:   |
|---------------|--|
| Ruben Perez   | 937 West S.R. 436<br>Altamonte Springs, FL 32714 |
| Russell Doerk | 2349 Apopka Blvd.<br>Apopka, FL 32703            |

## ARTICLE X

OFFICERS, AND INITIAL STOCKHOLDERS. The names and addresses and initial share in said corporation of each of the initial stockholders and officers of this corporation are as follows:

Name:

Address:

Ruben Perez, Chairman

937 West S.R. 436  
Altamonte Springs, FL 32714

Russell Doerk, President

2349 Apopka Blvd.  
Apopka, FL 32703

Francis Brewer, Chief  
Financial Officer

2349 Apopka Blvd.  
Apopka, FL 32703

Renee Perez, Sr.,  
Vice President

937 West S.R. 436  
Altamonte Springs, FL 32714

#### ARTICLE XI

LOST OR DESTROYED CERTIFICATES. The stock certificate to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

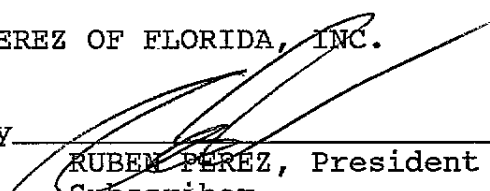
#### ARTICLE XII

AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders; meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all of the stockholders sign written statements manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8<sup>th</sup> day of December, 1998.

PEREZ OF FLORIDA, INC.

By

  
RUBEN PEREZ, President  
Subscriber

GOODINGS WAREHOUSE, INC.

By

  
RUSSELL DOERK

STATE OF FLORIDA  
COUNTY OF SEMINOLE

8th The foregoing instrument was acknowledged before me this  
8th day of December, 1998, by RUBEN PEREZ, President of Perez  
of Florida, Inc., who is personally known to me or who has produced  
identification \_\_\_\_\_, and who did/did not take an oath.

DENISE MARIANNETTE MAHER  
Notary Public, State of Florida  
My Comm. Expires Feb. 5, 2000  
Comm. No. CC530111

Denise Marianne Mahe  
Notary Public, State of Florida  
at Large

DENISE MARIANNETTE MAHER  
Typed Name of Notary Public

My Commission Number and  
Date of Expiration:  
CC530111

2-5-2000

STATE OF FLORIDA  
COUNTY OF SEMINOLE

8th The foregoing instrument was acknowledged before me this  
8th day of December, 1998, by RUSSELL DOERK, PRESIDENT, of  
Goodings Warehouse, Inc., who is personally known to me or who has  
produced identification \_\_\_\_\_, and who did/did not take  
an oath.

DENISE MARIANNETTE MAHER  
Notary Public, State of Florida  
My Comm. Expires Feb. 5, 2000  
Comm. No. CC530111

Denise Marianne Mahe  
Notary Public, State of Florida  
at Large

DENISE MARIANNETTE MAHER  
Typed Name of Notary Public

My Commission Number and  
Date of Expiration:

CC530111

2-5-2000

PEREZ/GOODINGS, INC.

DESIGNATION OF RESIDENT AGENT

FILED

98 DEC 28 PM 2:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the initial subscribers and directors of PEREZ/GOODINGS, INC., do hereby appoint and designate as the resident agent of the corporation:

Julie Gooding Loy  
2349 Apopka Blvd.  
Apopka, FL 32703

whose mailing address is set out above.

We do authorize the above-named individual to act as agent in those matters of the corporation including but not limited to service of civil process upon said corporation.

PEREZ OF FLORIDA, INC.

By   
RUBEN PEREZ, President

GOODINGS WAREHOUSE, INC.

By   
RUSSELL DOERK

I, JULIE GOODING LOY do this 8<sup>th</sup> day of December, 1998, accept the designation of Resident Agent, designating me to act as said agent for PEREZ/GOODINGS, INC., whose principal place of business is 937 West S.R. 436, Altamonte Springs, FL 32714.

  
JULIE GOODING LOY