

999000009914

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

900002757269--3

-01/28/99--01053--006
*****87.50 *****87.50

SUBJECT: Why Buy Retail Inc.
(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 of Status

☐ \$78.75 Filing Fee & Certified Copy
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: Richard A. Vendt
Name (Printed or typed)
6701 Avenue A #3
Address
Sarasota, FL 34231
City, State & Zip
941-351-6038
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 28 PM 4:56

FILED

Richard GAVE
AUTHORIZATION BY PHONE TO
CORRECT 3.26.99
DATE 2/1/99 NOTE: Please provide the original and one copy of the articles.
DOC. EXAM T.A.

T.A. - 2/1/99

ARTICLES OF INCORPORATION
OF
WHY BUY RETAIL INC.

FILED
99 JAN 28 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: **Why Buy Retail Inc.**

ARTICLE II. PRINCIPAL OFFICE

The street address and mailing address of the initial principal place of business is
2237 Industrial Boulevard, Sarasota, Florida 34234.

ARTICLE III. DURATION

This corporation shall commence its existence on the date of **filing of these Articles**
with the Secretary of State's office, **and shall exist perpetually unless**
dissolved according to law.

ARTICLE IV. GENERAL PURPOSE

This corporation is organized to engage in any activity or business permitted under
the laws of the United States and of the State of Florida.

ARTICLE V. SHARES

The corporation shall be authorized to issue 100 shares of stock, all of one class, having a par value of \$1.00 each.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Richard A. Vendt, 2237 Industrial Boulevard, Sarasota, Florida 34234.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:
Richard A. Vendt, 6701 Avenue A, Sarasota, Florida 34231.
#3

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the corporation. The name and street address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Richard A. Vendt	6701 Avenue A , #3 Sarasota, Florida 34231

In case one or more vacancies shall occur in the Board of Directors as a result of death, resignation, or otherwise, such vacancies shall be filled by the shareholders of the corporation at the next annual meeting or at a special meeting called for the purpose of filling such vacancy provided; however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended by a resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of the majority of the shares entitled to vote thereon, or they may be altered or amended in any other matter now or hereafter permitted by law.

ARTICLE X. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares and securities convertible to shares of any class, kind or series of stock in this corporation that may from time to time be issued whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XI. RESTRICTIONS ON TRANSFER OF STOCK

If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in

accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE XII. PROVISIONS FOR THE REGULATION OF BUSINESS

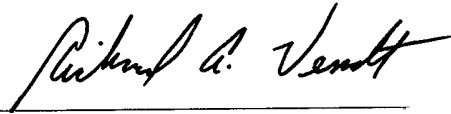
12.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designed in the By-Laws or by resolution of the Board of Directors.

12.2 By-Laws. The initial By-Laws of the corporation shall be adopted by the Board of Directors. The power to amend or repeal the By-Laws or to adopt new By-Laws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The By-Laws may contain any provisions for the regulation and management of the corporation which are consistent with the laws of the United States and the State of Florida and these Articles of Incorporation.

12.3 Director Conflict of Interest. No contract or other transaction between the corporation and one or more of its directors, or between the 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 purpose if, (a) 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 votes sufficient for such purpose without counting the vote or votes of such interested director or

directors, or (b) 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 a vote of the shareholders, or (c) 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. 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.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 13TH day of January, 1999.



Richard A. Vendt 1530-741-55-294-0
As Incorporator FL-DL

State of Florida
County of Sarasota

Sworn to and subscribed before me this 13 day of January, 1999, personally appeared, Richard A. Vendt, as Incorporator, who produced a Florida Driver's License as identification, executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.



Notary Public, State of Florida
Commission #

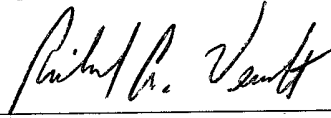


NORMAND J FUGERE
My Commission CC562928
Expires Jun. 18, 2000

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Why Buy Retail Inc., a Florida Corporation, in the foregoing Articles of Incorporation, I, on behalf of the corporation, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT



Richard A. Vendt

FILED
99 JAN 28 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA