

P99000062559

COLEEN O'LEARY HENDERSON, P.A.  
1836 S.W. 22<sup>ND</sup> TERRACE  
MIAMI, FLORIDA 33145  
(305) 860-0514  
(954) 964-8668

FILED  
99 JUL -7 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 7, 1999

Division of Corporations  
Secretary of State  
409 East Gains Street  
Tallahassee, Florida 32399

900002925789--7  
-07/08/99--01011--007  
\*\*\*\*192.50 \*\*\*\*\*78.75

Re: Incorporations

Dear Sir or Madam:


Enclosed please find Articles of Incorporation for the following new businesses:

1. Outsource Tech, Inc., together with our check in the amount of \$78.75 for filing fees; and
2. DC Franchise Systems, Inc., together with our check in the amount of \$78.75 for filing fees

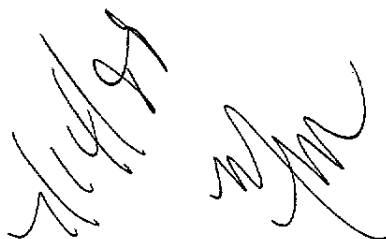
Also enclosed please find an Amendment of Articles of Incorporation with our check for \$35.00 to change the name of Discount Closets of Florida, Inc. to Discount Closets, Inc.

Please send the filed articles to me in the self-addressed stamped envelope provided for your convenience in returning a copy of the filed articles to me. If you have any questions, please call me at 954 964-8668.

Sincerely,

  
Coleen O. Henderson

Coleen - **GAVE**  
/ch  
**AUTHORIZATION BY PHONE TO**  
**CORRECT** Article #1's  
**DATE** 7/14/99  
**DOC EXAM** [Signature]



99 JUL -7 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

OF

**DC FRANCHISE SYSTEMS, INC.**

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation shall be: DC FRANCHISE SYSTEMS, INC..

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 12508 S.W.  
117<sup>TH</sup> Court, Miami, Florida 33186.

**ARTICLE III  
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any and all activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV  
TERMS OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE V  
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Thousand (1000) shares of one class of common stock having a par value of One and 00/100 (\$1.00) Dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

FILED  
99 JUL -7 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INITIAL REGISTERED AGENT**

The Corporation's initial registered agent and registered office in the State of Florida shall be:

INITIAL REGISTERED AGENT: COLEEN O'LEARY HENDERSON, P.A.

INITIAL REGISTERED OFFICE: 1836 S.W. 22<sup>ND</sup> TERRACE  
MIAMI, FLORIDA 33145

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Stockholders.

However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of each Incorporator executing these Articles of Incorporation are as follows:

ROBERT CHRISTIANS, whose address is 14225 S.W. 125<sup>th</sup> Court, Miami, Florida 33186.

**ARTICLE IX**  
**Informal Shareholder Action**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE X**  
**Severance and Termination of Employment**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts

ARTICLE XI: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is ROBERT CHRISTIANS, AT 14225 S.W. 125TH COURT, MAIMI, FLORIDA 33186.

## ARTICLE XII : DIRECTORS

The initial Director of the corporation shall be: ROBERT CHRISTIANS, AT 14225 S.W. 125TH COURT, MAIMI, FLORIDA 33186.

**ARTICLE XIII. INDEMNIFICATION**

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 21 day of May, 1999.

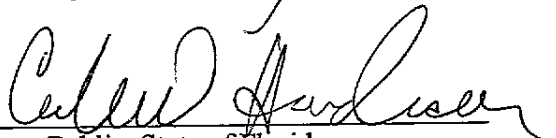
Robert Christians  
Robert Christians, Incorporator

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DADE )

**BEFORE ME**, personally appeared Robert Christians, to me well known and known to me to be the persons described as Incorporator in the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said Articles

of Incorporation for the purposes therein expressed.

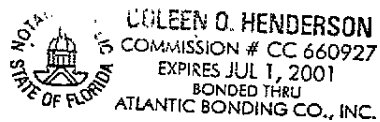
WITNESS my hand and official seal this 22 day of May, 1999.



Notary Public, State of Florida  
at Large

[PLEASE PRINT] \_\_\_\_\_

Serial Number:



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

DC FRANCHISE SYSTEMS, INC.

2. The name and address of the registered agent and office is: Coleen O. Henderson at 1836 S.W. 22<sup>nd</sup> Terrace, Miami, Florida 33145.

SIGNATURE



ROBERT CHRISTIANS  
(corporate officer)

TITLE

Incorporated

DATE

5/21/99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
Coleen O. Henderson, Esq.

DATE

6/2/99

This Document was Prepared By:  
Coleen O. Henderson, Esq.  
1836 S.W. 22<sup>nd</sup> Terrace  
Miami, Florida 33145

FILED  
99 JUL -7 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA