

P99000066555

APPLIANCES & A/C's 4 Less  
4862 S.W. 75<sup>th</sup> Avenue  
Miami, Florida 33155

July 16, 1999

VIA UPS #N305 4709 45 5

600002936016--5  
-07/20/99--01040--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

State of Florida  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
7/15/99

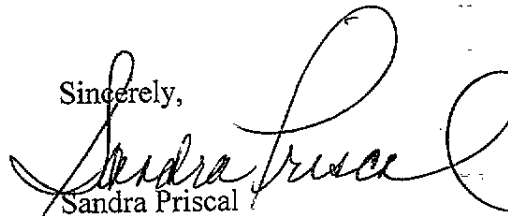
RE: Articles of Incorporation for Appliances & A/C's 4 Less

Dear Clerk:

Attached please find an original and a copy of the Articles of Incorporation for Appliances & A/C's 4 Less along with a check in the sum of \$78.75 to cover the cost of filing the Articles of Incorporation (\$70.00) and the cost of providing a certified copy of the Articles (\$8.75) back to the undersigned. Please send the certified copy of the Articles of Incorporation to Sandra Priscal, Registered Agent, Appliances & A/C's 4 Less c/o 1420 Michigan Avenue, Miami Beach, Florida 33139.

Should you have any questions or comments, please feel free to contact me at 1-800-422-3672 extension 7028.

Sincerely,

  
Sandra Priscal

Enclosures

FILED  
99 JUL 20 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 7/27/99

# ARTICLES OF INCORPORATION

## FOR

### APPLIANCES AND A/C's 4 LESS

FILED  
2/15/99

The undersigned incorporators, by these Articles associate themselves for the purpose of forming a corporation pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

#### ARTICLE 1

##### NAME

The name of the corporation shall be APPLIANCES AND A/C's 4 LESS, INC. whose business and mailing address is 4862 S.W. 75<sup>th</sup> Avenue, Miami, Florida 33155.

#### ARTICLE 2

##### DURATION AND EFFECTIVE DATE

This corporation shall commence its existence on July 15, 1999 and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE 3

##### PURPOSE

The general purposes for which the corporation is organized are:

- (1) To transaction any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE 4

##### AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 10,000, such shares shall be of a single class, and shall have a par value of Fifty Cents (\$0.50) per share.

FILED  
99 JUL 20 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 5**  
**INITIAL REGISTERED AGENT**

The initial registered agent of this corporation shall be Sandra Priscal, whose mailing address is 1420 Michigan Avenue, Miami Beach, Florida 33139.

**ARTICLE 6**  
**INITIAL DIRECTORS**

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

Antonio Priscal

Sandra Priscal

**ARTICLE 7**  
**INCORPORATORS**

The names and addresses of the incorporators of the Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Antonio Priscal	1420 Michigan Avenue Miami Beach, Florida 33139
Sandra Priscal	1420 Michigan Avenue Miami Beach, Florida 33139

**ARTICLE 8**  
**OFFICERS**

The affairs of the corporation shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President

Antonio Priscal

Secretary/Treasurer

Sandra Priscal

**ARTICLE 9**  
**NO SHAREHOLDER LIABILITY**

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

**ARTICLE 10**  
**INDEMNIFICATION**

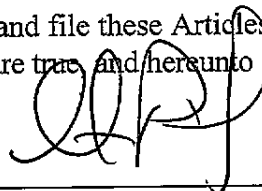
The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

**ARTICLE 11**  
**SPECIAL PROVISIONS**

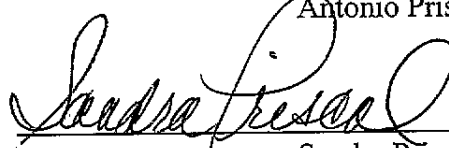
The power to adopt initial bylaws is reserved to the shareholders of the corporation, who shall adopt and approve the same unanimously. Amendments to the bylaws may be proposed by any director(s) but may not come into force without the unanimous consent of the shareholders.

1. Pledging or otherwise encumbering corporate assets;
2. Borrowing money in the name of the corporation or otherwise obligating the corporation to repay any loan, except to the extent that such borrowings occur in the ordinary course of the corporation's business pursuant to lines of credit or other credit arrangements previously approved by the shareholders;
3. Selling assets of the corporation, other than sales of inventory in the ordinary course of business.

IN WITNESS WHEREOF, the incorporators make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set their signatures as of this 13 day of July, 1999.



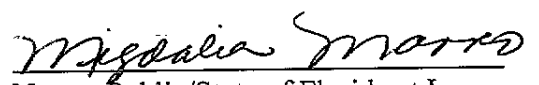
Antonio Priscal



Sandra Priscal

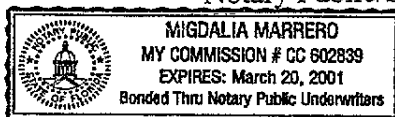
STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of July, 1999 by Antonio Priscal, who is personally known to me and who did take an oath.



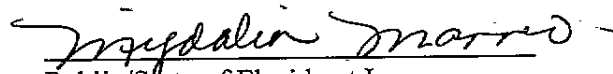
Notary Public/State of Florida at Large

My Commission Expires:



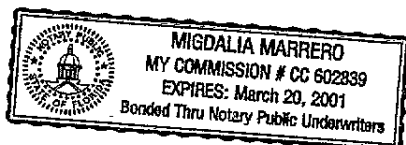
STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of July, 1999 by Sandra Priscal, who is personally known to me and who did take an oath.



Notary Public/State of Florida at Large

My Commission Expires:

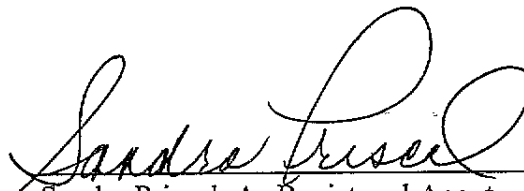


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Miami, County of Miami-Dade, State of Florida, the Corporation named in the said articles has named Sandra Priscal, 1420 Michigan Avenue, Miami Beach, Florida 33139 as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and acknowledge that we are familiar with and accept the obligations set forth in Florida Statutes .

  
Sandra Priscal, As Registered Agent

Dated this 13 day of July, 1999.

FILED  
99 JUL 20 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA