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LEONARD K. HADLEY

3501 W. Vine Street (Ste. 127, Rm. 520)
Kissimmee, FL 34741

daytime tel: (407) 569-2301

99 DEC 16 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

December 14, 1999

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

800003072548-7
-12/16/99--01049--008
****140.00 *****70.00

EFFECTIVE DATE
01-01-00

Re: FIVE STAR APPLIANCES, INC.
TEN WEST, INC.

I enclose herewith notarized originals and one copy each of Articles of Incorporation of captioned corporations, together with my check in the sum of \$140.00, being Filing Fee (\$70.00) and Designation of Registered Agent Fee (\$70.00) for both companies.

Hoping you find everything in order, may I say thanks in advance for your early attention.

Sincerely,

S. Thompson DEC 20 1999

ARTICLES OF INCORPORATION

of

EFFECTIVE DATE

TEN WEST, INC.

01-01-00

FILED
99 DEC 16 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber(s) being natural person(s) competent to enter into contracts, do hereby form a corporation under the Florida Business Corporation Act, and for this purpose hereby adopt(s) the following Articles of Incorporation.

I. NAME

The name of the corporation shall be: **TEN WEST, INC.**

II. EFFECTIVE DATE

This corporation shall come into being **JANUARY 1, 2000**

III. PURPOSE, OBJECTS AND POWERS

The nature of the business and the purpose and objects for which the corporation is organized are described below. The purposes, objects and powers specified herein shall be construed as independent purposes, objects and powers, and in nowise shall be limited or restricted by reference to, or inference from, any other paragraph(s), except where otherwise specified in such paragraph(s). These are:

1. To take over part of the business of Swancutts, Inc., and to engage in the sale and service of hardware, home and garden equipment and appurtenances.
2. To engage in any lawful activities of business, and to do any and all acts incident thereto or which the Board of Directors in their deliberate judgement may deem necessary for the purpose of carrying out, or for the success of, any business permitted under the laws of the United States of America and/or the State of Florida.
3. To do any and all of these things as fully and completely as natural persons in any part of the world.

IV. PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The principal place of business and mailing address of the corporation shall be **3501 W. Vine Street (Ste. 127, Rm. 520), Kissimmee, FL 34741**, or as otherwise designated from time to time by the Board of Directors. The name and Florida street address of the initial Registered Agent are as follows: **LEONARD K. HADLEY, 3501 W. Vine Street (Ste. 127, Rm. 520), Kissimmee, FL 34741.**

V. CAPITAL STOCK

The corporation shall be a Small Business Corporation as defined under Section 1244 of the Internal Revenue Code, and the stock issued shall be in accordance with the following plan:

1. The corporation is authorized to issue **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of **ONE DOLLAR (\$1.00)** par value Common Stock, which shall be designated "Common Shares".

2. The period during which this offering will be open in the first instance is two (2) years from the date of incorporation.
3. No shares offered or issued under this plan shall be issued in exchange for stocks or securities or for services not rendered.

VI. INITIAL BOARD OF DIRECTORS

The corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time by the By-laws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

BRIAN SWANCUTT
1500 Shadow Oaks Rd.
Kissimmee, FL 34744

VII. POWERS OF DIRECTORS AND STOCKHOLDERS

The directors and stockholders of the corporation shall have the following powers:

1. The directors shall have power to make, adopt, alter, amend or repeal the By-laws of the corporation; to fix the amount of working capital to be reserved, and to authorize and/or cause to be executed, mortgages and liens without limit as to amount, upon the property and franchise of the corporation.
2. Pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, and with consent in writing, the directors shall have authority to dispose, in any manner, of the whole property of the corporation.
3. The By-laws shall determine whether and to what extent the books of accounts of the corporation, or any of them shall be open to inspection by stockholders; and no stockholder shall have the right to inspect any book, document, paper or account of the corporation, except as otherwise conferred by law, or the By-laws, or by resolution of the stockholders.
4. The stockholders and directors shall have the power to hold meetings and keep books, documents, papers and records of the corporation outside the State of Florida, at such places as may be designated from time to time by the By-laws or by resolution of the stockholders or the directors, except as otherwise required by the laws of the State of Florida.

VIII. DIRECTORS' COMPENSATION

The shareholders shall have exclusive authority to fix the compensation of the directors of the corporation.

IX. INDEMNIFICATION

The corporation shall indemnify each director or officer, or former directors or officers of the corporation to the full extent permitted by law; and directors and officers or former directors and officers shall not be liable to either the corporation or the stockholders for monetary damages for breach of fiduciary duties, unless the breach involves any or all of the following:

1. A director's duty of loyalty to the corporation or its stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing viola-

- tion of law.
3. Liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation.
 4. A transaction for which the director derived an unlawful personal benefit.

X. MEETINGS

Notwithstanding anything else written in these Articles, the directors shall have the right to participate in regular or special meetings of the Board of Directors by means of conference, telephone or similar means permitted by law

XI. INCORPORATOR(S)

The name and address of the person signing these Articles of Incorporation is:

LEONARD K. HADLEY
3501 W. Vine Street (Ste. 127, Rm. 520)
Kissimmee, FL 34741

XII. AMENDMENT(S)

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment(s) to them, and any right or rights conferred upon the shareholders is subject to this reservation.

In witness whereof, I, the undersigned Subscriber do hereby execute these Articles of Incorporation this 14 day of DEC., 1999.

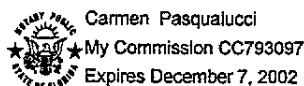

LEONARD K. HADLEY

STATE OF FLORIDA
COUNTY OF OSCEOLA) SS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEONARD K. HADLEY known to me (or presented identification), and known to be the person who executed these Articles of Incorporation.

Sworn to and Subscribed before me in the State and County aforesaid, this 14 day of DEC. 1999.


Notary Public, State of Florida at Large



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR THE SERVICE OF PROCESS**

on behalf of

TEN WEST, INC.

99 DEC 16 AM 08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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: **TEN WEST, INC.**
2. The name and address of the Registered Agent and office is:

NAME: LEONARD K. HADLEY

OFFICE ADDRESS: 3501 W. Vine Street (Ste. 127, Rm. 520)
Kissimmee, FL 34741

Having being named as registered agent, and to accept service of process for the abovenamed Corporation at the place designated in this Certificate, I hereby accept 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: _____

LEONARD K. HADLEY, Registered Agent

12/14/99
Date