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File Number 5453-75174-3639

SEAL OF THE STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



Property of Cook County Clerk's Office

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Whereas, ARTICLES OF INCORPORATION OF PROSPERITY ELECTRONICS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I thereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this _____ **2ND**
day of **FEBRUARY** *AD. 19* **87** *and*
of the Independence of the United States
the two hundred and _____ **11TH**



Jim Edgar
SECRETARY OF STATE



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per value is desired.

A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a

Class	Par Value	Number of shares proposed to be issued	Consideration to be received therefor
Common	n/a	1,000	\$ 1,000.00
TOTAL			
			\$
			\$
			\$

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

n/a

Paragraph 2: The preferences, qualifications, limitations, restrictions, and the special or relative rights in respect of the shares of each class are:

If not sufficient space to cover this point, add one or more sheets of this size.

Class	Par Value per share	Number of shares authorized
Common	n/a	10,000

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

To engage in the business of sales at retail of electronic equipment and supplies and general merchandise pertaining thereto, as well as the sale of jewelry; to acquire by purchase and all lawful means, to use, to lease, to sell, assign, convey, mortgage or otherwise encumber real and personal property or any interest therein; to borrow money and to give as security for the repayment thereof all or any part of the assets of the corporation.

ARTICLE THREE The purpose or purposes for which the corporation is organized are:

If not sufficient space to cover this point, add one or more sheets of this size.

ARTICLE TWO (The name and address of the initial registered agent and its registered office are:

Registered Agent: Jerome H. Torshen
 First Name: Jerome H. Torshen, Ltd.
 Middle Name: _____
 Last Name: Torshen
 Registered Office: 39 South LaSalle Street, Suite 1400
 Number: _____
 Street: _____
 Suite # (A.P.O. Box alone is not acceptable): _____
 City: Chicago,
 Zip Code: 60603
 County: Cook

"limited", or an abbreviation thereof)

ARTICLE ONE The name of the corporation is Prosperity Electronics, Inc.

(If all contain the word "corporation", "company", "incorporated",

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

This Space For Use By Secretary of State

Date: 8-2-87

Licenses Fee: \$ 5.00

Franchise Tax: \$ 10.00

Filing Fee: \$ 10.50

Total: \$ 25.50

Secretary of State: _____

ARTICLES OF INCORPORATION

JIM EDGAR
 Secretary of State
 State of Illinois

Payment must be made by Certified Check, Cash or Money Order, payable to Secretary of State.
 DO NOT ENCASH

Submit in Duplicate

BCA-2.10 (Rev. Jul 1984)

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ARTICLE SIX

OPTIONAL

The number of directors constituting the initial board of directors of the corporation is 1, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name Residential Address
Prosper Maman, 2020 N. Lincoln Park West, Apt. 37J, Chicago 60614

ARTICLE SEVEN OPTIONAL

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ _____
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

ARTICLE EIGHT OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated January 29, 1987

- | | |
|--|--|
| <p>1. <u><i>Jerome H. Torshen</i></u>
Signature
<u>Jerome H. Torshen</u>
Name (please print)</p> | <p>1. <u>39 South LaSalle Street, Suite 1400</u>
Street
<u>Chicago, Illinois 60603</u>
City/Town State Zip</p> |
| <p>2. _____
Signature
Name (please print)</p> | <p>2. <u>DEPT-315 RECORDED \$12.25</u>
<u>TR3333 TRAN 3234 02/13/87 15:38:00</u>
City/Town State Zip <u>87-34089639</u>
<u>COOK COUNTY RECORDER</u>
Street
City/Town State Zip</p> |
| <p>3. _____
Signature
Name (please print)</p> | <p>3. _____
Street
City/Town State Zip</p> |

Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies.

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him, and attested by its Secretary or an Assistant Secretary.

Jerome Torshen, Inc.
39 S. LaSalle St Suite 1400
Chicago IL 60603

Form BCA-2.10

File No.

ARTICLES OF INCORPORATION

PROSPERITY ELECTRONICS, INC.

FILED

FEE SCHEDULE - 2 1987

The following fees are required to be paid to the Secretary of State of Illinois upon filing of the Certificate of Incorporation: OFFICIAL FEE \$75.00; INITIAL LICENSING FEE \$120th of % of the consideration to be received for initial shares (see Art. 3), MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10th of 1% of the consideration to be received for initial issued shares (see Art. 3), MINIMUM \$25.00.

EXAMPLES OF TOTAL DUE

Consideration to be Received	TOTAL DUE
up to \$1,000	\$175.00
\$ 5,000	\$197.50
\$ 10,000	\$220.00
\$ 25,000	\$272.50
\$ 50,000	\$325.00
\$100,000	\$377.50

* Includes the Fee for Franchise Tax

RETURN TO:

Corporation Department
Secretary of State
Springfield, Illinois 62756
Telephone (217) 782-6861

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