

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Closeout Corp. of American, Inc.

Certificate of Status	0
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Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
CLOSEOUT CORP. OF AMERICA, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is Closeout Corp. of America, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 3662 Terrapin Lane Unit 1409 Coral Springs, Fl 33067.

ARTICLE III. CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

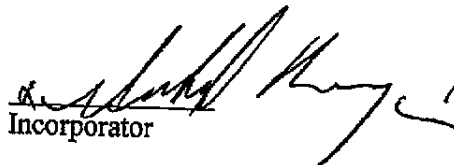
The name and address of the initial registered agent are Michael Venezia, 3662 Terrapin Lane Unit 1409, Coral Springs, , Florida 33067.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator of these articles of incorporation is:

Name	Address
Michael Venezia	3662 Terrapin Lane Unit 1409 Coral Springs, Coral Springs, 33067

The undersigned has executed these articles of incorporation on November 5, 2000.


Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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.

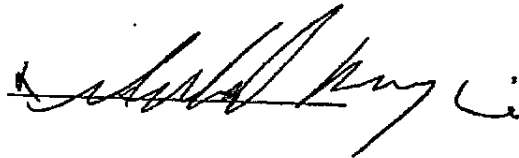
1. The name of the corporation is: Closeout Corp. of America, Inc.
2. The name and address of the registered agent and office is:

Michael Venezia
 3662 Terrapin Lane Unit 1409
 Coral Springs, , Florida 33067

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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.

January 23, 2001



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