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Requester's Name	
Address	
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San'ana Accounting Services 3738 Land O'Lakes Blvd. Land O'Lakes, FL 34639	Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- _____ (Corporation Name) _____ (Document #) 300006720603--4
-07/29/02--01037--008
*****70.00 *****70.00
- _____ (Corporation Name) _____ (Document #)
- _____ (Corporation Name) _____ (Document #)
- _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 08 JUL 29 AM 10:53
 FILED

Examiner's Initials *mc* 7/30

FILED

ARTICLES OF INCORPORATION

02 JUL 29 AM 10:53

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BILLY BOB'S BARGAINS, INC

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "Corporation") is Billy Bob's Bargains, Inc.

SECOND: The address wherever located, of the principal office of the Corporation, if known is 5013 E. Serena, Tampa, FL 33617

THIRD: The mailing address, wherever located, of the Corporation is 5013 E. Serena, Tampa, FL 33617.

FOURTH: The number of shares that the Corporation is authorized to issue is 5,000 all of which are a par value of \$1.00 each and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the Corporation in the State of Florida is 5013 E. Serena, Tampa, FL 33617. The name of the initial registered agent of the Corporation at the said registered office is William Long. The written acceptance of the said registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator is:

Laurie Santana
3738 Land O Lakes Blvd.
Land O Lakes, FL 34639

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of May, 2002.

Signature of Incorporator

Jamie Fontana

STATE OF FLORIDA
COUNTY OF PASCO

THE FOREGOING instrument was acknowledged and sworn to before me this 17th day of May, 2002.

Sandra K. Barber

Notary Public



Sandra K Barber

My Commission CC922106

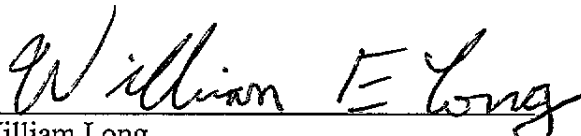
Expires March 26, 2004

SEVENTH: The purpose for which the Corporation is organized, which shall include the authority of the Corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are a follows:

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Having been named as registered agent and to accept service of process for the above named Corporation at the place designated in these Articles of Incorporation, 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.


William Long

Dated: May 17, 2002

TENTH: The name(s) and street address(es) of the initial officer(s), if any, who shall hold office the first year of the Corporation's existence or until their successor(s) is(are) elected, is(are):

William Long - President
5013 E. Serena
Tampa, FL 33617

Lisa Long - Vice-President
5013 E. Serena
Tampa, FL 33617

FILED
02 JUL 29 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA