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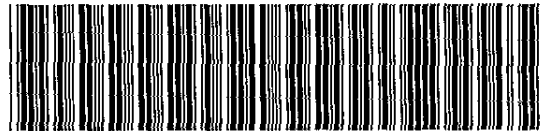
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. # 15253 DICOUNT, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION

\$ 1 \$ 2 \$ 3 DISCOUNT, INC.

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This is to certify that we, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the state of Florida, by and under the provisions of the statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation is:

\$ 1 \$ 2 \$ 3 DISCOUNT, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be translated and carried on, are to do any and all of the things herein mentioned, fully and to the same extend as a natural person might or could do, viz :

a) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire, construct, equip, operate, manage, and in any other manner deal in real and /or personal property of every name money and to take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities, and to carry on any useful business in connection there with.

b) To engage in and carry on any business or businesses every act or deed pertaining there to, either directly or indirectly, which is not prohibited by the laws of the State of Florida, and to so engage in and carry on said business in Florida or any other State in the United States or in any foreign country.

c) To do any and all things necessary, suitable, useful, proper or admissible for the admissible for the accomplishment of any one of the purposes or for the attainment of any of the objects or further exercise of the power herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, of corporations, either in the State or throughout the United States, and elsewhere, and to do any other acts or things incidental or pertinent to or connected with the business herein before described or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

d) That the main business of the corporation is as follows:

RETAIL DOLLAR DISCOUNT

ARTICLE III

CAPITAL STOCK

The total amount of the authorized capital stock of the corporation shall be **100 shares** of common stock, at \$ 1.00 Par Value

The whole or any part of the capital stock of said Corporation shall be payable in lawful money of the United States of America, or property, labor or services, at a just valuation to be fixed by the Board of Directors, property or labor may also be purchases with the capital stock at such valuation as shall be fixed by the Board of Directors.

ARTICLE IV

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS (\$100.00)

ARTICLE V

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolve, according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be:

3530 MYSTEC POINT DR. # 500 N. MIAMI BEACH, FL. 33180

With the privilege, however, of having branch offices or places of business at any other place or places within or without the State of Florida, or in foreign countries.

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The Corporation shall have 3 directors initially, whose number may be increased or diminished by the by-laws from time to time but shall never be less than one (1). The names and post office addresses of the members of the first Board of Directors of this corporation, the President/ Secretary, Treasurer who subject to the provisions of the Articles of Incorporation and the by-laws and General Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
David Yardeni	President	3530 Mystec Point Dr. # 500 N. Miami Beach, Fl. 33180
Iris Yardeni	Secretary & Treasurer	3530 Mystec Point Dr. # 500 N. Miami Beach, Fl. 33180

ARTICLE VIII

INCORPORATIONS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
David Yardeni	3530 Mystec Point Dr. # 500 N. Miami Beach, Fl. 33180
Iris Yardeni	3530 Mystec Point Dr. # 500 N. Miami Beach, Fl. 33180

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

**NAME AND ADDRESS OF SUBSCRIBERS
AND NUMBER OF SHARES**

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts opposite to their names:

David Yardini	3530 Mystec Point Dr. # 500 N. Miami Beach, Fl. 33180	None
Iris Yardini	3530 Mystec Point Dr. # 500 N. Miami Beach, Fl. 33180	None
Galia Arazi	3530 Mystec Point Dr. # 500 N. Miami Beach, Fl. 33180	100 Shares

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend, alter, change, or repeal any provision contained in the articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

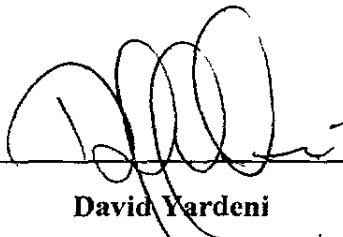
This corporation designates as Registered offices:

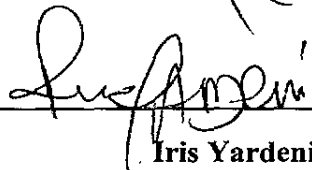
3530 Mystec Point Dr. # 500 N. Miami Beach, Fl. 33180

This corporation designates as Registered agent

Galia Arazi

IN WITNESS WHEREOF, we, the undersigned, being all the original subscribers to the capital stock here in before named, for the purpose of forming a corporation to do business both within and without the State of Florida, and the United States, to make, subscribe, acknowledge, and file their Articles, hereby declaring and certifying that the facts herein stated are true, and to respectively agree to take the number of shares of stock here in before set forth, and accordingly, have hereunto set our hands and seals this 28th day, of October, 2002


_____ (SEAL)
David Yardeni


_____ (SEAL)
Iris Yardeni

STATE OF FLORIDA)

: SS

COUNTY OF DADE)

BEFORE ME, the undersigned authority, qualified to take acknowledgments and administer oaths, personally appeared:

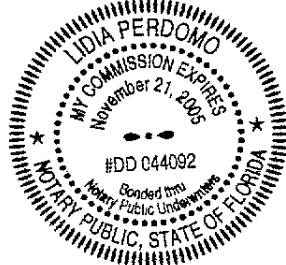
David Yardeni, & Iris Yardeni

to me well known, and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me, according to laws, they made and subscribed the same for the used and purposes therein expressed and set forth.

WITNESS my hand and official seal a Miami, Miami-Dade County, Florida, this 28th day of October, 2002.



NOTARY PUBLIC, STATE OF FLORIDA



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

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted,
in compliance with said Act:

FIRST That **\$ 1 \$ 2 \$ 3 DISCOUNT, INC.**
desiring to organize under the laws of the State of **FLORIDA**
with its principal office, as indicated in the articles of incorporation at City of
MIAMI County of **MIAMI-DADE** State of **FLORIDA** has named
Galia Arazi

Located at : 3530 Mystec Point Dr. # 500 N. Miami, Fl. 33180
(Street address and number of building, Post office not accepted)

City of **MIAMI** County of **MIAMI-DADE**
State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNED AGENT)

Having been named accept service of process for the above stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree
to comply with the provisions of said Act relative to keeping open said office.

BY Galia ARAZI
(RESIDENT AGENT)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS