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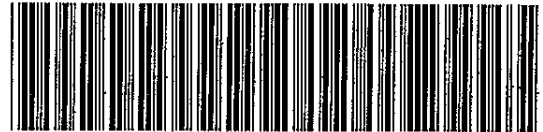
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McDONALD, FLEMING, MOORHEAD, FERGUSON, GREEN & SMITH, LLP

ATTORNEYS AT LAW
4300 BAYOU BOULEVARD - SUITE 13
PENSACOLA, FLORIDA 32503-2671

SUZANNE BLANKENSHIP+
BELINDA DE KOZAN
MICHAEL L. FERGUSON☆‡
EDWARD P. FLEMING
WILLIAM J. GREEN
BRUCE A. McDONALD
STEPHEN R. MOORHEAD**
J. D. SMITH*

TELEPHONE (850) 477-0660
FACSIMILE (850) 477-4510
www.pensacolalaw.com

+ Also Admitted in Alabama
** Board Certified Real Estate
* Board Certified Business Litigation
☆ Brigadier General, U.S. Army (Ret.)
‡ Of Counsel

REPLY TO: EDWARD P. FLEMING
efleming@pensacolalaw.com

April 24, 2003

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: BARGAIN WAREHOUSE OF FLORIDA, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of BARGAIN WAREHOUSE OF FLORIDA, INC., and Acceptance of Appointment of Registered Agent. Also, please find our check for \$78.75 to cover the filing fee for a profit corporation, and registered agent designation.

If you should have any problems or concerns, please do not hesitate to contact me.

Sincerely,



Edward P. Fleming

EPF/psh

Enclosures



received
5-1-03

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 29, 2003

EDWARD P. FLEMING, ESQUIRE
4300 BAYOU BLVD STE 13
PENSACOLA, FL 32503-2671

SUBJECT: BARGAIN WAREHOUSE OF FLORIDA, INC.
Ref. Number: W03000012270

We have received your document for BARGAIN WAREHOUSE OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 803A00026041

RECEIVED
03 MAY - 6 PM 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
5-2-03

ARTICLES OF INCORPORATION
OF
BARGAIN WAREHOUSE OF PENSACOLA, INC.

FILED
03 MAY -6 PM 3: 34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

NAME AND MAILING ADDRESS

The name of this corporation is BARGAIN WAREHOUSE OF PENSACOLA, INC., and the corporate mailing address is 1533 Baywoods Road, Gulf Breeze, Florida 32563-2917.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in and to transact any business for which corporations may be incorporated under the Florida General Corporation Act and to engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, all of one class and series.

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

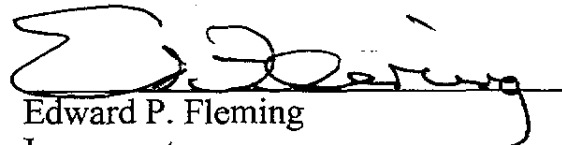
The street address of this corporation's initial registered office is 4300 Bayou Boulevard, Suite 13, Pensacola, Florida 32503, and the name of this corporation's initial registered agent is Edward P. Fleming.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

Edward P. Fleming
4300 Bayou Boulevard, Suite 13
Pensacola, Florida 32503

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of May, 2003.


Edward P. Fleming
Incorporator


STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County personally appeared Edward P. Fleming, personally known to me to be the person described in, and who took an oath and freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 2nd day of May, 2003.

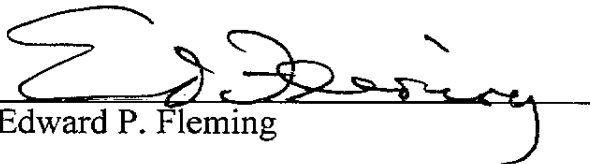



Print Name Pamela S. Heidebrecht
Notary Public, State of Florida
My Commission Expires: 10/29/2005

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Edward P. Fleming, accept the appointment as Registered Agent for The Bargain Warehouse of Pensacola, Inc., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal
this 2nd day of May, 2003.


Edward P. Fleming

FILED
03 MAY -6 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA