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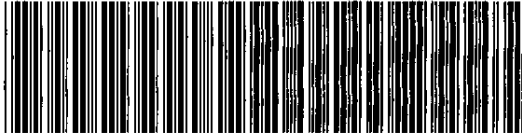
(Business Entity Name)

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2010 SEP 17 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature and date: 9-22-10

Herbert Elliott
Attorney at Law

1111 RIVERSIDE DRIVE
TARPON SPRINGS, FLORIDA 34689

(727) 937-3607
FAX (727) 938-3080

September 14, 2010

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **BARGAIN WAREHOUSE, INC**

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for **BARGAIN WAREHOUSE, INC.**, together with our check in the amount of \$70.00 to cover the filing fee and of the registered agent designation. Kindly file the original Articles of Incorporation and provide us with a copy thereof.

If you have any questions, please feel free to contact me.

Sincerely,



Herbert Elliott

Enclosures

ARTICLES OF INCORPORATION
OF
BARGAIN WAREHOUSE, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby file for record the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

BARGAIN WAREHOUSE, INC.

The principal place of business of this corporation shall be:

5783 Westshore Drive
New Port Richey, Florida 34652

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding is 2,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address and mailing address of the initial registered office of the corporation shall be:

5783 Westshore Drive
New Port Richey, Florida 34652

The initial registered agent of the corporation is Jason P. Terovolias, whose address is

5783 Westshore Drive
New Port Richey, Florida 34652

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TALLAHASSEE, FLORIDA

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash 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 at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISIONS

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII. DIRECTORS

The Corporation shall have four directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one. The names and addresses of the initial directors are:

Jason P. Terovolas	5783 Westshore Drive, New Port Richey, Florida 34652
Stuart G. Hayes	6802 Westend Avenue, New Port Richey, Florida 34655

ARTICLE IX. OFFICERS

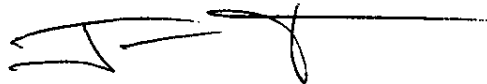
The names and addresses of the initial officers of the corporation shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jason P. Terovolas	5783 Westshore Drive New Port Richey, Florida 34652	President
Stuart G. Hayes	6802 Westend Avenue New Port Richey, Florida 34655	Vice-President
Jason P. Terovolas	5783 Westshore Drive New Port Richey, Florida 34652	Secretary
Jason P. Terovolas	5783 Westshore Drive New Port Richey, Florida 34652	Treasurer

ARTICLE X. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation are:

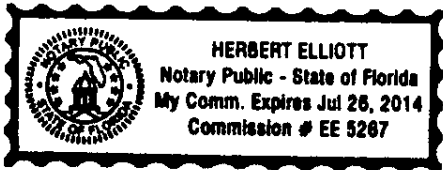
Jason P. Terovolas
5783 Westshore Drive
New Port Richey, Florida 34652



Jason P. Terovolas

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of September, 2010
by Jason P. Terovolas.

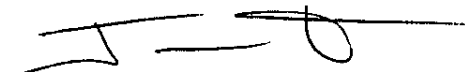


NOTARY PUBLIC

My Commission Expires:

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation in the place designated in these Articles of Incorporation, i hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.



AGENT

ARTICLES OF INCORPORATION
OF
BARGAIN WAREHOUSE, INC.

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Stuart G. Hayes 6802 Westend Avenue, New Port Richey, Florida 34655

ARTICLE IX. OFFICERS

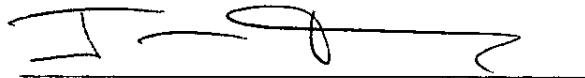
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Stuart G. Hayes	6802 Westend Avenue New Port Richey, Florida 34655	Vice-President
Jason P. Terovolas	5783 Westshore Drive New Port Richey, Florida 34652	Secretary
Jason P. Terovolas	5783 Westshore Drive New Port Richey, Florida 34652	Treasurer

ARTICLE X. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation are:

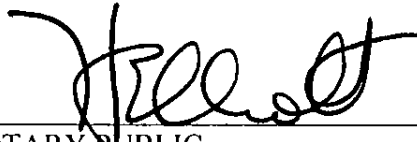
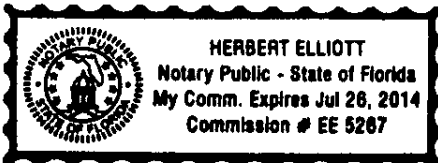
Jason P. Terovolos
5783 Westshore Drive
New Port Richey, Florida 34652



Jason P. Terovolos

STATE OF FLORIDA
COUNTY OF PINELLAS

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by Jason P. Terovolos.



NOTARY PUBLIC
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AGENT