

P96000019226

CAPITAL CONNECTION, INC.
 417 B. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Bargain **FILED**
~~Arthur~~ **66 MAR - 1 PM 806**

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- O U S
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone ()
- Top Priority
- Express Mail Prop.
- FAX () pgs.

900001729339
 -03/01796--D1056--008
 *****122:50 *****122:50

SUBTOTALS _____

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

RECEIVED
 66 MAR - 1 11:03:57
 SECRETARY OF STATE

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____

WALK-IN Will Pick Up **3/1 12:00**

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
BARGAIN TRADERS OUTLET, INC.

FILED

96 MAR -1 PM 2:06

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. - NAME:

The name of this corporation shall be BARGAIN TRADERS

ARTICLE II. - DURATION:

This corporation shall have perpetual existence.

ARTICLE III. - PURPOSE:

This corporation is organized for the purpose of transacting any and all lawful businesses of the United States and State of Florida.

ARTICLE IV. - CAPITAL STOCK:

This corporation is authorized to issue One Thousand (1000) shares of preferred stock having a par value of One Dollar (\$1.00) per share, having unlimited voting rights and being entitled to receive net assets of the corporation upon distribution or dissolution and is authorized to issue One Thousand (1000) shares of common stock having a par value of One Dollar (\$1.00) per share, having no voting rights and being entitled to receive the net assets of the corporation upon distribution or dissolution.

ARTICLE V. - INDEMNIFICATION:

The Corporation shall indemnify any officer or any director, to the full extent permitted by law.

ARTICLE VI. - BYLAWS:

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws, or adopt new Bylaws, is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE VII.- INFORMAL SHAREHOLDER ACTION:

The holders of not less than a majority of the issued and outstanding shares of the voting stock, of the corporation, may act by written agreement, without a meeting, as provided in Florida Statutes section 607.0702 and the Bylaws.

ARTICLE VIII. - PRE-EMPTIVE 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others. This right is waived by any holder of said stock who does not exercise said right and pay for the stock available for purchase, pursuant to such preemptive rights, within seven (7) days of the shareholders receipt of a written notice, from this corporation, stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise their preemptive rights.

ARTICLES IX.- AFFILIATED TRANSACTION RULES:

The Affiliated Transaction Rules contained in Section 607.0901, Florida Statutes shall not apply to this Corporation.

ARTICLE X. - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is 13313 Kearney Drive, Tampa, Florida 33626. The name of the initial registered agent of this corporation is Walt Rozanski.

ARTICLE XI. - BOARD OF DIRECTORS:

The corporation shall have one director initially. The Directors of the Corporation shall be elected by a majority of the shares entitled to vote. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this corporation is:

SHEILA A. ROZANSKI
3899 ULMERTON ROAD.
SUITE C
CLEARWATER, FLORIDA 34620

ARTICLE XII. - INCORPORATORS:

The name and address of the Incorporator signing these articles is:

SHEILA A. ROZANSKI
3899 ULMERTON ROAD
SUITE C
CLEARWATER, FLORIDA 34620

ARTICLE XIII. - AMENDMENT:

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

ARTICLE XIV. - MAILING ADDRESS:

The mailing address of the corporation shall be:

3899 ULMERTON
SUITE C
CLEARWATER, FLORIDA 34620

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this the 29th day of FEBRUARY, 1996.


SHEILA A. ROZANSKI

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally a ~~86 MAR 4 5PM 12 08~~ ROZANSKI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and ~~SECRETARY OF STATE~~ before me that she executed these Articles of Incorporation in ~~TALLAHASSEE, FLORIDA~~

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29th day of FEBRUARY, 1996.



ROBIN S. BOWEN
COMMISSION # CC 520347
EXPIRES FEB 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I, WALT ROZANSKI, appointed pursuant to Article X of the Articles of Incorporation of BARGAIN TRADERS OUTLET, INC., do hereby accept that appointment as Registered Agent for said corporation.

WALT ROZANSKI