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ACCOUNT NO. : 072100000032

REFERENCE : 799649 7152220

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : April 29, 1998

ORDER TIME : 10:19 AM

ORDER NO. : 799649-005

CUSTOMER NO: 7152220

800002505018--0

CUSTOMER: Ms. Joan K. Gallagher
MS. JOAN K. GALLAGHER

4830 S.w. 170th Avenue

Fort Lauderdale, FL 33331

DOMESTIC FILING

NAME: BARGAINS2U, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 1:00

RECEIVED
98 APR 29 AM 11:28
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 1:00

ARTICLES OF INCORPORATION
OF
BARGAINS2U, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BARGAINS2U, INC.

The address of the principal office of this corporation shall be 4830 Southwest 170th Avenue, Ft. Lauderdale, Florida 33331, and the mailing address of the corporation shall be the same.

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 at any one time is 1,500 shares of common stock having without par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Joan K. Gallagher	4830 Southwest 170th Avenue, Ft. Lauderdale, Florida 33331
Gerard Gallagher	4830 Southwest 170th Avenue, Ft. Lauderdale, Florida 33331
Glenn Davis	605 Southwest 76th Avenue, North Lauderdale, Florida 33331

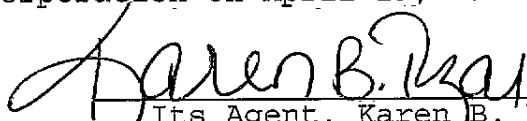
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 29 PM 1:00

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

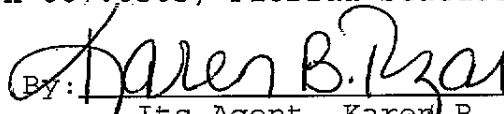
The undersigned incorporator has executed these Articles of Incorporation on April 29, 1998.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

CKS