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LAW OFFICE
OF

BRIAN D. SMITH
ATTORNEY AT LAW

BRIAN D. SMITH
MEMBER OF FLORIDA BAR

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SEPTEMBER 17, 1998

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***122.50 ***122.50

ATTN: SECRETARY OF STATE
DIVISION/CORPORATIONS
FILING DEPARTMENT
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

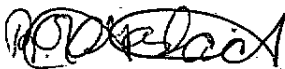
RE: ARTICLES OF INCORPORATION; STORE BRANDS GROUP, INC.

DEAR SIR OR MADAM:

ENCLOSED PLEASE FIND ORIGINAL AND COPY OF THE ARTICLES OF
INCORPORATION FOR THE ABOVE REFERENCED CORPORATION. ALSO,
ENCLOSED IS A CHECK IN THE AMOUNT OF \$122.50.

AT YOUR EARLIEST CONVENIENCE PLEASE RETURN A COPY OF THIS
DOCUMENT. I HAVE ENCLOSED A STAMPED, AND ADDRESSED ENVELOPE.
THANK YOU.

SINCERELY,



ROXANNA ESTADES
ENC.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
STORE BRANDS GROUP, INC.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be STORE BRANDS GROUP, INC.

ARTICLE II

PRINCIPLE PLACE OF BUSINESS

The principle place of business of the corporation will be:

420 Lincoln Road
Suite 316
Miami Beach, Florida 33122.

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ARTICLE III

TERM OF EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the date and time of filing of the Articles of Incorporation by the Department of State stated herein below.

ARTICLE IV

PURPOSE AND POWERS

This corporation is organized for the any and all lawful purposes.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent will be 420 Lincoln Road, Suite. 372, Miami Beach, Florida. The initial registered agent shall be Brian D. Smith, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one Initial Director. The names and address of the initial director is:

Daniel Shina
420 Lincoln Road, Suite. 316
Miami Beach, Florida 33139

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Daniel Shina, President
420 Lincoln Road, Suite. 316
Miami Beach, Florida 33139

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director or member of the Executive Committee or any shareholder to the full extent permitted by law.

ARTICLE X

AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, any rights conferred upon the

shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of
Incorporation this 17 day of September, 1998.


Daniel Shina

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.050, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

THAT STORE BRANDS GROUP, INC. desiring to organize or qualify
under the laws of the State of Florida, with its principle place of business at City Miami
Beach, State of Florida, has named Brian D. Smith, at 420 Lincoln Road, Suite 372. Miami
Beach, Florida as its agent to accept service of process within Florida.

SIGNATURE: 

TITLE: PRESIDENT

DATE: 9/17/98

Having been named to accept service of process for above stated corporation,
at the place designated in this certificate, I hereby agree to act in this capacity, and I further
state that I am familiar with the obligations of the position and agree to comply with the
provisions of all statutes relatives the to proper performance of my duties.

SIGNATURE: 

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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