

KATTOURA & ASSOCIATES, INC.
ACCOUNTING, BOOKKEEPING & TAX SERVICES

One G. Ocean Blvd. #312
Boca Raton, FL 33432
TEL: (561) 362-0491

P.O. Box 728
Boca Raton, FL 33429
FAX: (561) 394-5134

National Society of Tax Professionals

P00000 116689

December 12, 2000

Secretary of State
Division of Corporation
Tallahassee, FL 32399

EFFECTIVE DATE
1-1-01

FILED
00 DEC 18 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs,

Please find enclosed the articles of incorporation for IT'S ALL 99 CENTS, INC.
Along with a check in the amount of \$78.75 for the filing fees.

Please send return the certificate and articles to the address above.

Thank you for your cooperation to our request.

700003505257--3
-12/13/00-01013-002
*****78.75 *****78.75

Sincerely yours,

Andre K. Kattoura

Andre GAVE
AUTHORIZATION BY PHONE TO
DATE 12-27-00
DOC. EXAM 7C

F. CHESSEY DEC 27 2000

ARTICLES OF INCORPORATION
OF

IT'S ALL 99 CENTS, INC.

EFFECTIVE DATE
1-1-01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 18 AM 11:06

FILED

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

ARTICLE 1. NAME. The name of the corporation is:

IT'S ALL 99 CENTS, INC.

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is 2913 S.W 22 Cir, Delray Beach, FL 33445, and the name and address of its initial Registered Agent is Bassim K Ayoub, 2913 SW 22 Cir, Delray Beach, FL 33445.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

1. Basim K Ayoub

2913 S.W 22 CIR
DELRAY BEACH, FL 33445

2. Marwan A Aljakhsi

1202 SW 1st Ave # C 106
Boca Raton, FL 33432

ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

1. Basim K Ayoub

2913 S.W 22 CIR
DELRAY BEACH, FL 33445

2. Marwan A Aljakhsi

1202 SW 1st Ave # C 106
Boca Raton, FL 33432

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12 day of 12, 2000.

EFFECTIVE DATE: JANUARY 1, 2001.


BASSIM K AYOUB

ACCEPTANCE BY REGISTERED AGENT

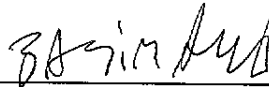
The undersigned hereby accepts the appointment as Registered Agent of

IT'S ALL 99 CENTS, INC.

which is contained in the foregoing Articles of Incorporation.

Dated this 12 day of 12, 2000

EFFECTIVE DATE 1-1-2001



Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 18 AM 11:07

FILED