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· CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF ORGANIZATION

OF

DOLLARMAX SUPER STORES, LLC.

The undersigned, desiring to form a limited liability company under the provisions of Florida Statute 608, as amended, hereby sets forth the following:

ARTICLE I Name

The name of the Limited Liability Company is **DOLLARMAX SUPER STORES, LLC.** (hereinafter referred to as the "Limited Liability Company")

ARTICLE II Principal Office & Mailing Address

The principal place of business of this Limited Liability Company shall be 696 First Avenue North, Suite 201, St. Petersburg, FL 33701. The mailing address of this Limited Liability. Company shall be P.O. Box 2336, Palm Harbor, FL 34682.

ARTICLE III <u>Duration</u>

The Limited Liability Company will terminate upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the membership of a member of this Limited Liability Company, unless the remaining Members elect to continue the business of the Limited Liability Company in accordance with the provisions of the Operating Agreement of the Limited Liability Company.

ARTICLE IV Registered Office and Agent

The address of the initial registered office of the Limited Liability Company is located at 696 First Avenue North, Suite 201, St. Petersburg, Florida 33701. The initial registered agent is Rick W. Sadorf, Esquire, whose business address is the same as the address of the initial registered office.

ARTICLE V <u>Management By Managers.</u>

The Limited Liability Company shall be managed by one or more Managers, who need not be members, whose identities and terms of office shall be set forth in the written Operating Agreement of the Limited Liability Company.

ARTICLE VI Organizer

Rick W. Sadorf, Esq., 696 1st Avenue North, Suite 201, St. Petersburg, FIFE3701, an authorized representative of a Member, is the Organizer of this Limited Liability Company:

ARTICLE VII Written Operating Agreement

Any operating agreement entered into by the members of the Limited Liability Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Limited Liability Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, any written operating agreement of the Limited Liability Company, as amended and in existence from time to time.

Dated: March 19, 2003.

Rick W. Sadorf, Esq.

Organizer

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing Articles of Organization were acknowledged before me this day of March, 2003, by Rick W. Sadorf, who is personally known or produced as identification.

Sandra L McFather

My Commission CC890490

Expires November 28, 2003

Notary Public, State of Florida

My Commission Expires: 11/28/03

CERTIFICATE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for DOLLARMAX SUPER STORES, LLC., is familiar with and accepts the obligations of a registered agent as provided for in the Act and hereby agrees to act in such capacity, and fuffier agrees to comply with the provisions of the Florida statutes relative to the proper and complete performance of all of his duties hereunder.

Dated: March 19, 2003

Rick W. Sadorf, Esq.