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Account Number : 076376001555
Phone : (561) 483-7000
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*Release not effective date is
as of August 13, 1999.*

*JHX-
Julie*

LIMITED LIABILITY COMPANY

99CENT STUFF - BEACON WAREHOUSE, LLC

Name	MJH
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ARTICLES OF ORGANIZATION
OF
99CENT STUFF - BEACON WAREHOUSE, LLC

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: 99Cent Stuff – Beacon Warehouse, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 1801 Clint Moore Road, Suite 217, Boca Raton, Florida 33487, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

This limited liability company shall commence its existence immediately upon the execution of these Articles of Organization, and the period of duration for the limited liability company shall be perpetual.

ARTICLE IV

The limited liability company is to be managed by its members. The name and address of the managing member, is as follows:

99Cent Stuff, LLC, a Delaware
limited liability company

1801 Clint Moore Road, Suite 217
Boca Raton, Florida 33487

David J. Powers, Esquire
Florida Bar Number 867081
Broad and Cassel
7777 Glades Road, Suite 300
Boca Raton, Florida 33434
Telephone: (561) 483-7000
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ARTICLE V

The right to admit additional members and the terms and conditions of the admissions shall be subject to the consent of the holders of a majority of the membership interests of the limited liability company, as more fully described in the limited liability company's regulations.

ARTICLE VI

The limited liability company shall not terminate or dissolve upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company.

ARTICLE VII

The initial registered office of this limited liability company is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is David J. Powers, P.A.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 13th day of August, 1999.

99Cent Stuff, LLC, a Delaware limited liability company, Member

By: 

Raymond Zimmerman, Manager

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is 99Cent Stuff -- Beacon Warehouse, LLC.

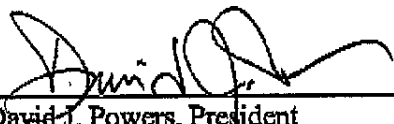
SECOND -- The name and address of the registered agent and office is:

David J. Powers, P.A.
7777 Glades Road, Suite 300
Boca Raton, Florida 33434

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 13th day of August, 1999.

DAVID J. POWERS, P.A.

By: 
David J. Powers, President
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of 99CENT STUFF - BEACON WAREHOUSE, LLC
deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is: \$100.00
- 3) if any, the agreed value and description of property other than
cash contributed by the member(s) is: N/A
- 4) the amount of cash or property anticipated to be contributed by
member(s) is: \$10,000.00

Dated the 13th day of August, 1999.

99Cent Stuff, LLC, a Delaware limited
liability company, Member

By: 
Raymond Zimmerman, Manager

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