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THE UNITED STATES
CORPORATION
COMPANY

FILED

00 APR 10 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 655758 89157A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : April 7, 2000

ORDER TIME : 5:19 PM

ORDER NO. : 655758-005

CUSTOMER NO: 89157A

800003200878--3

CUSTOMER: Philip E. Glatzer, Esq
DAVID R. HOWLAND LAW OFFICE
DAVID R. HOWLAND LAW OFFICE
145 Almeria Avenue

Coral Gables, FL 33134

DOMESTIC FILING

NAME: CEDARS LIQUIDATION MIAMI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

PH 4/10/00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR 10 AM 9:01

RECEIVED

ARTICLES OF INCORPORATION
OF
CEDARS LIQUIDATION MIAMI, INC.

FILED
00 APR 10 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

CEDARS LIQUIDATION MIAMI, INC.

ARTICLE II - ADDRESS

The principal place of business and mailing address of this corporation shall be:

6721 N.W. 36th Avenue
Miami, FL 33147

ARTICLE III - SHARES

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

100

ARTICLE IV - INITIAL
REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Erik Hibshman
Cedars Liquidation Miami, Inc.
6721 N.W. 36th Avenue
Miami, FL 33147

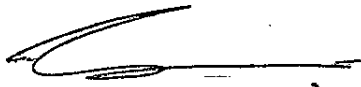
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ARTICLE V - INCORPORATOR

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

Erik Hibshman
6721 N.W. 36th Avenue
Miami, FL 33147

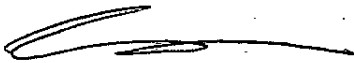


Erik Hibshman

4.5.00

Date

Having been named as registered agent and to accept service of process for the above stated corporation 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.



Erik Hibshman

4.5.00

Date