

P000045143

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LAZARUS CORPORATE FILING SERVICE

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 -05/05/00-01032-024
 *****78.75 *****78.75

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. P & F DISCOUNT VARIETY, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

RECEIVED
 00 MAY -5 AM 11:01
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 00 MAY -5 PM 3:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
P & F DISCOUNT VARIETY, INC.

FILED
00 MAY -5 PM 3:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, subscribes to and form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is -:

P & F DISCOUNT VARIETY, INC.

ARTICLE II-NATURE OF BUSINESS

The corporation may engage in any activity of business, permitted under the laws of the United States and of this State, these activities may include but are not in anywise limited to the operation of the following - :

To engage in the business of-; VARIETY AND CONVENIENCE STORE. To assign, transfer, invest in, trade in, deal in, goods, wares, merchandise, real and personal property of every kind and description, and to do all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity of business permitted under the laws of the State of Florida and of the United States, the District of Columbia, and in any foreign country.

To conduct all types of business and to have one or more offices and hold, purchase, mortgage, lease, dispose of and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependency of the United States.

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00 HRS - 57 PM 9:02
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

To engage in, render or carry on any services or business as principal or agent, with powers to let contracts for any such service or product; and to make and carry on contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation.

To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

To factor, lend or borrow money, be a surety, and to do, debentures to other evidence thereof, and mortgage, trust deed, pledges or other securities for the payment of same.

To act as agent, broker, or attorney-in-fact for any person, firm, or corporation buying, selling and dealing in real or personal property or services of whatever nature or kind and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

To acquire, hold, undertake and fully exploit the goodwill, property, rights, franchise, assets of every kind and liabilities of any person, firm, association or corporation, whether wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any licenses or other interest therein and thereunder.

To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limits as to amounts and to secure the payment of money in any lawful manner.

To enter into any partnership, limited or general, any other arrangement for profit-sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any other business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum to vote.

To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, to which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holder of, or interested in any property or otherwise. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE 111 - CAPITAL STOCK

The maximum number of share of stock that this corporation is authorized to have outstanding at any time is **ONE THOUSAND (1000) SHARES** of common stock, each share having the par value of **ONE (\$ 1.00) DOLLAR**.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is **ONE THOUSAND (\$ 1,000.00) DOLLARS**.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE VI - INITIAL ADDRESS AND AGENT

The street address of the initial registered and principal office of this corporation is -:

64 NW 101ST STREET, MIAMI SHORES, FL. 33150

and the initial registered and principal agent of this corporation at that address is -:

PALISSIA PRUDENT

ARTICLE VII - DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than ONE (1). The name and address is as follows-:

NAME:

PALISSIA PRUDENT
President/Secretary
Treasurer

64 NW 101ST STREET
MIAMI SHORES, FL. 33150

ARTICLE VIII - SUBSCRIBERS

The name and street address of the initial subscriber of this Corporation, and the number of shares of the ONE (\$1.00) DOLLAR par value common stock of this corporation which She agree to take, is as follows-:

NAME:

SHARES: ADDRESS:

PALISSIA PRUDENT
President/Secretary
Treasurer

100%

64 NW 101ST STREET
MIAMI SHORES, FL. 33150

ARTICLE 1X - OFFICERS

The name and address of the initial officer of this Corporation is as follows-:

NAME AND TITLE:

ADDRESS

PALISSIA PRUDENT
President/Secretary
Treasurer

64 NW 101ST STREET
MIAMI SHORES, FL. 33150

ARTICLE X - INCORPORATOR

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

NAME:


ADDRESS:

PALISSIA PRUDENT
President/Secretary
Treasurer

64 NW 101ST STREET
MIAMI SHORES, FL. 33150

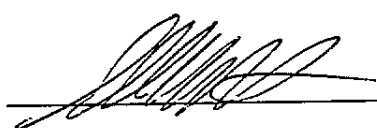
IN WITNESS WHEREOF, I have hereunto set my hand and
seal, acknowledged and filed the foregoing Articles of
Incorporation under the laws of the State of Florida, this
9th day of MAY 2000.

SIGNATURE:


PALISSIA PRUDENT
President/Treasury/Secretary

STATE OF FLORIDA)SS
DADE COUNTY)

The foregoing instrument was acknowledged before me on
this 3rd day of MAY 2000,
by PALISSIA PRUDENT, PRESIDENT on behalf of the
Corporation. She is personally known to me or has produced a
----- as identification.




MY COMMISSION EXPIRES;



Edward D. Elliott
Commission # CC 866406
Expires Oct. 11, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

NOTARY PUBLIC, STATE OF FL.

 EDWARD ELLIOTT
(name of Notary typed/printed)

CC# _____

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

The name of the corporation is;

P & F DISCOUNT VARIETY, INC.

The name and address of the registered agent is:

NAME: PALISSIA PRUDENT
ADDRESS: 64 NW 101ST STREET
MIAMI SHORES, FL. 33150

ACKNOWLEDGMENT:

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

SIGNATURE: 
PALISSIA PRUDENT
Registered Agent

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00 MAY -5 PM 3:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA