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From:
Account Name : HODGSON, RUSS, ANDREWS, ET AL
Account Number : 072720000242
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FLORIDA PROFIT CORPORATION OR P.A.

Brand Name Closeouts, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
BRAND NAME CLOSEOUTS, INC.**

**ARTICLE I
NAME**

The name of the corporation is BRAND NAME CLOSEOUTS, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the initial principal office of the Corporation is 113 N. Congress Avenue, Boynton Beach, Florida 33426.

**ARTICLE III
SHARES**

The number of shares that the Corporation is authorized to issue is 5,000 common shares with the par value of \$1.00 per share.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431, and the name of the initial registered agent of the Corporation at that office is HRAWG Corp.

THIS INSTRUMENT PREPARED BY:

Hazel A. Gianatiempo, Paralegal
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (561) 394-0500

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**ARTICLE V
INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

Hazel A. Gianatiempo
2000 Glades Road
Suite 400
Boca Raton, FL 33431-8599

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this
28th day of July, 2000.


Hazel A. Gianatiempo, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for BRAND NAME CLOSEOUTS, INC. (the "Corporation") at the place described in the Corporation's Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG CORP.

By: Larry Corman
Larry Corman, Vice President

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