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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.**BEST PRICE WHOLESALE CLUB, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION

The Name of this Corporation is:

BEST PRICE WHOLESALE CLUB, INC.

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Article I

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of any lawful act or activity for which corporations may be organized under the laws of the State of Florida and accomplishment of any of the purposes or attainment of the objects herein above specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

Article II

Duration

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is upon the filing of these Articles of Incorporation and upon acceptance by the Secretary of State.

Article III

Capital Stock

This corporation is authorized to issue shares of stock as follows:

- A. Designation. The stock of this corporation shall be known as Common Stock.
- B. Authorized. The maximum number of shares of Common Stock that this corporation may issue is: 5000 shares.
- C. Par Value. Each share of Common Stock shall have a value of ONE DOLLAR \$1.00.
- D. Consideration. Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of any such consideration shall be conclusive.

- E. Non-assessability. Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the part value thereof, and shall be fully paid and non-assessable.
- F. Voting Rights. Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.
- G. Dividends. Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.
- H. Liquidation Rights. Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this corporation, to receive their pro-rata share of any assets of this corporation remaining after payment of all corporate debts and obligations.

Article IV

Initial Registered Officer and Agent

The street address of the Initial Registered Office of this corporation is 250 W. 22nd Street, Hialeah, Florida 33010, and the name of the Initial Registered Agent of this corporation at that address is Damaso Salcedo.

Article V

Incorporator

The sole incorporator for Best Price Wholesale Club, Inc. is Damaso Salcedo, whose address is 5985 W 12th Lane, Hialeah, Florida 33012. The street address for Best Price Wholesale Club, Inc. is 250 W. 22nd Street, Hialeah, Fl. 33010.

Article VI

Initial Board of Directors

This corporation shall have at least one director. The number of Directors may be either increased or decreased from time to time by the by-laws but shall never be less than one Director. The name(s) and address(es) of the initial Director(s) of this corporation is (are):

PRESIDENT	: Damaso Salcedo	Shares
VICE-PRESIDENT	: Iraida Salcedo	255
TREASURER	: Eduardo Salcedo	120
SECRETARY	: Eduardo Salcedo	60
		65

Article VII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested either in the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any bylaw

adopted by shareholders if the shareholders specifically provide such bylaw not subject to amendment or repeal by the directors.

Article VIII

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article IX

Shareholder Quorum and Voting

Fifty-one per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of a majority vote of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article X

Approval of Shareholders Required for Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XI

Director Quorum and Voting

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present, or, if a Director or Directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the Directors present and voting, shall be the act of the Board of Directors.

Article XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XIII
Amendment

This corporation reserve the right to amend or repeal any provisions contained in these articles of incorporation of any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of August 2000.

Subscriber Damaso Salcedo

Address 5985 W. 12th Lane, Hialeah, Fl. 33012

Damaso Salcedo

STATE OF FLORIDA)

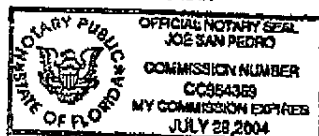
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged to and before me, the undersigned authority, at Miami, Dade County, Florida on this 28th day of August, 2000, by Damaso Salcedo, who is personally known to me or who has produced Fl Driver License #, as identification and who did (did not) take an oath and stated that he is the Respondent in the above-styled cause of action, that he has executed the foregoing instrument, and the answers contained therein are true and correct to the best of his knowledge and that he has executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid, this 28th Day of August, 2000.

My Commission Expires:

Joe San Pedro
Notary Public State of Florida



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**CERTIFICATE DESIGNATING RESIDENT AND REGISTERED
OFFICE AND RESIDENT AND REGISTERED AGENT AND ACCEPTANCE
OF RESIDENT AND REGISTERED AGENT**

In pursuance of Chapter 607.034, Florida General Corporation Act, the following information is submitted:

First- That Best Price Wholesale Club, Inc. a corporation desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida has named Damaso Salcedo as its Resident and Registered Agent, at 250 W. 22nd Street, Hialeah, Florida 33010 at its Resident and Registered Office.

Second-That said Resident and Registered Agent, having been named to accept service of process for the above state Corporation, at the place designated as the Resident and Registered Office in this Certificate, hereby accepts to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Registered Agent

Damaso Salcedo

Damaso Salcedo

Instrument Prepared by

JSP Associate, Inc.

7801 SW 24th Street

Suite No. 107

Miami, Florida 33155

(305) 262-8947

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