

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P000000 83569

Thrifty Bargain Supply, Inc.

000003381310
-09/05/00-01007-023
*****70.00 *****70.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

00 SEP -5 AM 11:54

APPROVED
AND
FILED

00 SEP -5 AM 10:41

RECEIVED

Signature _____

Requested by: _____

Name SJB Date 9/5/00 Time 8:40

Walk-In _____ Will Pick Up _____

[Handwritten signature]

4

ARTICLES OF INCORPORATION

OF

THRIFTY BARGAIN SUPPLY, INC.

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:

THRIFTY BARGAIN SUPPLY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP -5 AM 11:54

APPROVED
AND
FILED

ARTICLE II - PRINCIPAL OFFICE

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

2941 S. Ridgewood Avenue
South Daytona FL 32119

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is One Hundred (100) shares, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Marshall H. Barkin
149 S. Ridgewood Avenue, Suite 710
Daytona Beach FL 32114

ARTICLE V - MANAGEMENT

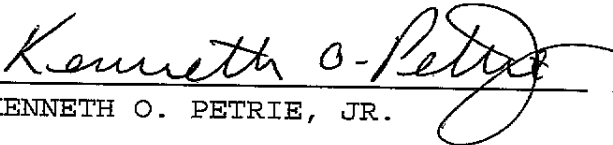
The business of the Corporation shall be managed by its shareholders.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is:

KENNETH O. PETRIE, JR.
2941 S. Ridgewood Avenue
South Daytona FL 32119

IN WITNESS WHEREOF, I have hereunto subscribed my name this
30th day of August 2000.


KENNETH O. PETRIE, JR.

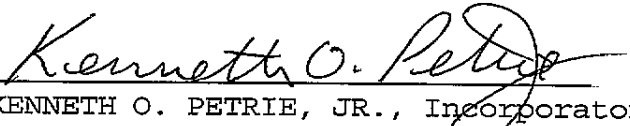
CERTIFICATE OF DESIGNATION

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/registered agent, in the State of Florida.

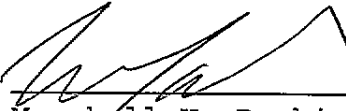
1. The name of the corporation is: **THRIFTY BARGAIN SUPPLY, INC.**
2. The name and address of the registered agent and office is:

Marshall H. Barkin
149 S. Ridgewood Avenue, Suite 710
Daytona Beach FL 32114


KENNETH O. PETRIE, JR., Incorporator

Date: August 31, 2000

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.


Marshall H. Barkin

Date: August 31, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 SEP -5 AM 11:54

APPROVED
AND
FILED