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Florida Department of State
Division of Corporations
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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
Fax Number : (305) 716-0346

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**THRIFT SHOP G&C, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

ARTICLES OF INCORPORATION

of

THRIFT SHOP G&C, INC.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I- CORPORATE NAME

The name of the corporation is:

THRIFT SHOP G&C, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of operating for the sale of used goods.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue SIX HUNDRED shares (600) of ONE DOLLAR (\$ (1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME GLORIA PIZARRO
ADDRESS 1093 N. MILITARY TRAIL
CITY WEST PALM BEACH FLORIDA ZIP 33409

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TALLAHASSEE, FLORIDA

The principal office, if known, or the mailing address of the corporation is:

NAME THRIFT SHOP G&C, INC.
 ADDRESS 1093 N. MILITARY TRAIL
 CITY WEST PALM BEACH FLORIDA ZIP 33409

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follow:

NAME GLORIA PIZARRO
 ADDRESS 2935 ALABAMA STREET
 CITY WEST PALM BEACH FLORIDA ZIP 33406

NAME CARLOS ARIAS
 ADDRESS CARRERA 84-B #15 A-16
 CITY MEDELLIN COLOMBIA

NAME _____
 ADDRESS _____
 CITY _____ FLORIDA ZIP _____

NAME _____
 ADDRESS _____
 CITY _____ FLORIDA ZIP _____

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporates signing these Articles of Incorporation are as follows:

NAME GLORIA PIZARRO
 ADDRESS 2935 ALABAMA STREET
 CITY WEST PALM BEACH FLORIDA ZIP 33406

NAME CARLOS ARIAS
 ADDRESS CARRERA 84-B #15 A-16
 CITY MEDELLIN COLOMBIA

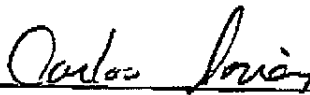
B00000056610 9

NAME _____
ADDRESS _____
CITY _____ FLORIDA ZIP _____

NAME _____
ADDRESS _____
CITY _____ FLORIDA ZIP _____

IN WITNESS WHEREOF, the undersigned and subscriber(s)
have executed these Articles of Incorporation this 22ND
DAY OF OCTOBER OF 2000.

 _____ (Seal)

 _____ (Seal)

_____ (Seal).

_____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

THRIFT SHOP G&C, INC.
(Name Corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

At: THRIFT SHOP G&C, INC.
1093 N. MILITARY TRAIL
WEST PALM BEACH, FLORIDA 33409

Has named GLORIA PIZARRO

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(REGISTERED AGENT)

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