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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

FLORIDA PROFIT CORPORATION OR P.A.

D & Y RETAIL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03 (4)
Estimated Charge	\$78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 22 PM 12:07

B. McKnight DEC 22 2000

Articles of Incorporation of:

D & Y RETAIL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I Name

The name of the corporation shall be:

D & Y RETAIL, INC.

The principal place of business of the corporation shall be:

**2324 N.W. 5TH AVENUE
MIAMI, FLORIDA 33127**

Article II Nature of Business

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, The State of Florida, or any other state, country, territory or nation.

Article III Capital Stock

This corporation is authorized to issue 1,000 shares of common stock of a par value of 1 dollar a share.

Article IV Term of Existence

This corporation is to exist perpetually.

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Article V Officers, Directors

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

**DEANNA FULLER BECHNAINOU
2324 N.W. 5TH AVENUE
MIAMI, FLORIDA 33127**

**YVES BECHNAINOU
2324 N.W. 5TH AVENUE
MIAMI, FLORIDA 33127**

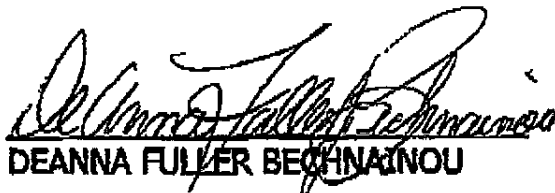
Article VI Incorporator

The name and street address of the incorporator to this articles of incorporation is:

**DEANNA FULLER BECHNAINOU
2324 N.W. 5TH AVENUE
MIAMI, FLORIDA 33127**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14TH DAY OF DECEMBER 2000.

Signature of Incorporator


DEANNA FULLER BECHNAINOU

Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of Section 607.325, 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:

D & Y RETAIL, INC.

2. The name and address of the registered agent and office is:

DEANNA FULLER BECHTALNOU
2324 N.W. 5TH AVENUE
MIAMI, FLORIDA 33127

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Signature

Title

Date

Deanna Fuller Bechtalnou

President

12-15-00

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325, Florida Statutes.

Signature

Date

Deanna Fuller Bechtalnou

12-15-00