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LAW OFFICES
KREISS & GOLDBLOOM, L.L.P.
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
FEDERAL AND STATE TRIAL PRACTICE

BANK OF AMERICA TOWER
ONE FINANCIAL PLAZA • SUITE 1615
FORT LAUDERDALE, FLORIDA 33394

JASON W. KREISS, P.A.
BRADLEY A. GOLDBLOOM, P.A.
ALSO ADMITTED MARYLAND BAR

TELEPHONE (954) 525-1971
TOLL FREE (877) 525-1971
FAX (954) 779-1771

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

February 27, 2001

To Whom It May Concern:

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-03/01/01--01032--015
*****78.75 *****78.75


Please be advised that enclosed are the articles of incorporation for GD'S Merchandise, Inc., accompanied by check # 1547 for the Filing Fee, Designation of Registered Agent, and a Certified Copy. If there is any additional information that you need, please do not hesitate to contact my office at (954) 525-1971.

Thank you for your attention to this matter.

Very truly yours,


Jason W. Kreiss, Esq.

FILED
01 MAR -1 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


GAVE
AUTHORIZATION BY PHONE TO
CORRECT articles
DATE 3-6-01
DOC. EXAM RT

T. Burch MAR 6 2001

ARTICLES OF INCORPORATION

ARTICLE I – NAME

The name of this corporation is GD'S Merchandise, Inc.

ARTICLE II – PRINCIPAL OFFICE

The mailing address of this corporation shall be:

6147 N.W. 27th Street
Margate, Florida 33063

ARTICLE III – PURPOSE

This Corporation is organized for the purpose of sales and distribution of clothing and other small household items.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is One Financial Plaza, Suite 1615, Fort Lauderdale, Fl 33394 and the name of the initial registered agent of this corporation at the above mentioned address is

Kreiss & Goldbloom, L.L.P.

FILED
01 MAR - 1 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of the stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Director is:

Garry Rivierre
6147 N.W. 27th Street
Margate, Florida 33063

ARTICLE VII- INCORPORATOR

The name and address of the incorporator signing these articles is:

Kreiss & Goldbloom, L.L.P.
One Financial Plaza, Suite 1615
Fort Lauderdale, FL 33394

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation on the date signing.

Dated : February 21, 2001

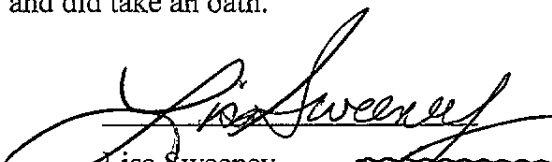
Kreiss & Goldbloom, L.L.P.
by Jason W. Kreiss, Esq.



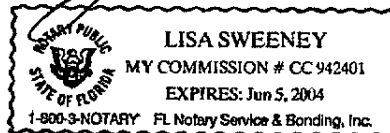
Incorporator

State of Florida
County of Broward

The Foregoing instrument was acknowledged before me on this 26 day of
February, 20001, by Jason W. Kreiss, Esq. who is personally known to me,
and did take an oath.



Lisa Sweeney
Notary Public,
State of Florida



My Commission Expires: 6/5/04


Commission Number: #CC 942401

Certificate designating place of business or domicile for the service of process
within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is
submitted:

First that the GD'S Merchandise, Inc., desiring to organize or qualify under the
laws of the State of Florida, has named . Kreiss & Goldbloom, L.L.P.
located at One Financial Plaza, Suite 1615, as its agent to accept service of process
within Florida.

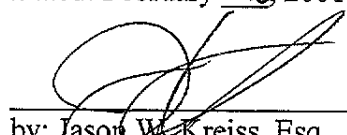
Dated: February 26, 2001



Jason W. Kreiss, Incorporator
Kreiss & Goldbloom, L.L.P.

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. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.

Dated: February 26, 2001



by: Jason W. Kreiss, Esq.
Kreiss & Goldbloom, L.L.P.