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LAZARUS CORPORATE FILING SERVICE

(Requestor's Name)

3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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****157.50 *****78.75

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. XTRA DISCOUNT, INC.
(Corporation Name) (Document #)
2. XTRA DISCOUNTS & PHARMACY, INC.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in
 Pick up time 2:00
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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 01 MAR 21 PM 12:00
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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 DIVISION OF CORPORATIONS
 9/21

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
XTRA DISCOUNT, INC.**

**ARTICLE ONE
NAME**

The name of this corporation is:

XTRA DISCOUNT, INC.

The principal place of business of this corporation shall: **19511 East Oakmont Drive,
Miami, Fl 33015.**

**ARTICLE TWO
NATURE OF BUSINESS**

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

**ARTICLE THREE
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 filing with the Secretary of State.

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue 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: 500.
- C. Par Value. Each share of Common Stock shall have the par value of: \$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 judgement of the Board of Directors as to the value of any such consideration shall be conclusive.
- E. Non-Accessibility. 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 be entitle the record holder thereof to one vote upon each proposal presented at meetings of the stockholders of the corporation.

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- G. Dividends. Record holders of Common 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 obligation.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the Initial Registered Office of this corporation: **19511 East Oakmont Drive, Miami, Fl 33015**, and the name of the initial registered agent of this corporation at that address is Oswaldo Vega.

**ARTICLE SIX
OFFICERS & DIRECTORS**

This corporation shall have initially one directors. The number of officers and directors may be either increased or decreased from time to time by the bylaws but shall never be less than one. The names and addresses of the initial officers and directors of this corporation are:

| | |
|-----------------------|---------------------------|
| <u>Oswaldo Vega</u> | 19511 East Oakmont Drive, |
| Director/President | Miami, Florida 33015 |
| Secretary & Treasurer | |

**ARTICLE SEVEN
BY-LAWS**

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors, and Shareholders who may designate certain articles which the Board of Directors may not change.

**ARTICLE EIGHT
SHAREHOLDER QUORUM AND VOTING**

100% 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 100% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE NINE
SHAREHOLDERS AND MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

**ARTICLE TEN
COMPENSATION**

The shareholders of this corporation shall have the exclusive right to fix the compensation of directors of this corporation.

**ARTICLE TWELVE
DIRECTOR QUOROM AND VOTING**

100% of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of 100% 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 100% of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE THIRTEEN
INDEMNIFICATION**

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

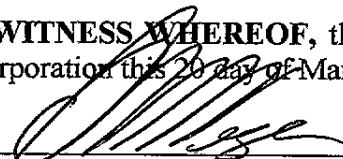
**ARTICLE FOURTEEN
DIVIDENS**

Dividends may be paid to shareholders (only out of the unreserved and unrestricted earned surplus of the corporation). Dividends payable in shares of any class may be paid to the holders of shares of any other class.

**ARTICLE FIFTEEN
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 20 day of March, 2001.



Incorporator and Subscriber

Osvaldo Vega

Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **Oswaldo Vega**

Desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation in the city of Miami, County of Miami-Dade, State of Florida, as its agent to accept service or process within the State.

ACKNOWLEDGEMENT, Having been named to accept service or process for the above stated corporation, at place designated in this certificate I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By _____


Oswaldo Vega
Registered Agent

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