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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

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

1. LAS AMERICAS DISCOUNT STORE INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS

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<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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D. WHITE, III - 6 2001

Examiner's Initials

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ARTICLES OF INCORPORATION
OF
LAS AMERICAS DISCOUNT STORE INC.,

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TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is:

LAS AMERICAS DISCOUNT STORE

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is ten thousand shares non par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 441 N.W. 36 STREET, MIAMI, FL 33127 and the name of the initial registered agent of this corporation at that address is MIGUEL HERRERA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have two directors initially and two subscribers. The number of directors and officers may be either increased or diminished from time to time by the bylaws. The name and address of the initial Directors/Subscribers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MIGUEL HERRERA (PRESIDENT) (VICE PRESIDENT) (TREASURE) (SECRETARY)	441 N.W. 36 STREET MIAMI, FL 33127

The name and address of the initial officer of this corporation who will serve as President is:

<u>NAME</u>	<u>ADDRESS</u>
MIGUEL HERRERA	441 N.W. 36 STREET MIAMI, FL 33127

The name and address of the initial officer of this corporation who will serve as Vice-President:

<u>NAME</u>	<u>ADDRESS</u>
MIGUEL HERRERA	441 N.W. 36 STREET MIAMI, FL 33127

ARTICLE VIII. INCORPORATOR

The name and address of the persons signing these articles are:

NAME

ADDRESS

MIGUEL HERRERA

441 N.W. 36 STREET
MIAMI, FL 33127

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLES X. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

ARTICLE XI. DIRECTORS' COMPENSATION

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

ARTICLE XII. DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XIII. REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the board of directors when the reduction is not accomplished by an action requiring or constituting an amendment of the articles of incorporation.

ARTICLE XIV. INDEMNIFICATION

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

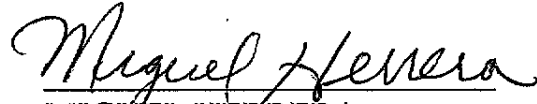
ARTICLE XV. AMENDMENT

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

IN WITNESS WHEREOF the undersigned subscribers have executed these articles of incorporation on this 30 day of June, 2001.


MIGUEL HERRERA
SUBSCRIBER

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.


MIGUEL HERRERA
441 NW 36 STREET
MIAMI, FL 33127

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