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**Florida Department of State
Division of Corporations
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FLORIDA DEPARTMENT OF STATE
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DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

GLORIA DISCOUNT 99¢, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 20, 2001

FAS-T

SUBJECT: GLORIA DISCOUNT 99 INC.
REF: W01000019181

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION

of

GLORIA DISCOUNT 99 CENTS, 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:

GLORIA DISCOUNT 99 CENTS, 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 as a ninety-nine cents store.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) 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 are:

NAME	<u>GLORIA L. VALDES</u>
ADDRESS	<u>801 W. LAKE WOOD ROAD #2</u>
CITY	<u>WEST PALM BEACH, FLORIDA 33405</u>

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

NAME GLORIA DISCOUNT 99 CENTS, INC.
ADDRESS 801 W. LAKE WOOD ROAD #2
CITY WEST PALM BEACH, FLORIDA 33405

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) 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 L. VALDES
ADDRESS 801 W. LAKE WOOD ROAD #2
CITY WEST PALM BEACH, FLORIDA 33405

NAME _____
ADDRESS _____
CITY _____ FLORIDA ZIP _____

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 L. VALDES
ADDRESS 801 W. LAKE WOOD ROAD #2
CITY WEST PALM BEACH, FLORIDA 33405

NAME _____
ADDRESS _____
CITY _____ FLORIDA ZIP _____

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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 13TH
DAY OF AUGUST of 2001.

Gloria L. Valdez

(Seal)

(Seal)

(Seal)

(Seal)

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

GLORIA DISCOUNT 99 CENTS, 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: GLORIA DISCOUNT 99 CENTS, INC.
801 W. LAKE WOOD ROAD #2
WEST PALM BEACH, FLORIDA 33405

Has named GLORIA L. VALDES

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.

Gloria L. Valdes
(REGISTERED AGENT)

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