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September 25, 2001

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*****78.75 *****78.75

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

Re: Affordable Closeouts. Com, Inc

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Incorporation of Affordable Closeouts. Com, Inc. There is a check in the amount of \$78.75 for the filing fee and a certified copy.

Thank you.

Respectfully,


Charles F. Kline, Esquire

CFK/as

Enclosure

FILED
01 SEP 28 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
AFFORDABLE CLOSEOUTS. COM, INC.**

I, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of corporation for profit, and for that purpose, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME: The name and address of this corporation shall be:

Affordable Closeouts. Com, Inc., 230 Royal Palm Way, Suite 303, Palm Beach, Florida 33480

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this corporation is: the transaction of any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is one thousand shares (1000) of common stock with par value. The consideration to be paid for each share will be One Dollar (\$1.00) per share.

ARTICLE V

INITIAL CAPITAL: The amount of capital with which this corporation shall commence business shall be **\$1000.00**

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE: The Registered Agent of said corporation shall be: **AMI DE LA MER**

The Registered Office of Registered agent being:

230 Royal Palm Way, Suite 303, Palm Beach, Florida 33480

ARTICLE VII

OFFICERS AND DIRECTORS: The names and post office addresses of the first directors of this corporation who shall hold office for the first year or until their successors are chosen shall be:

AMI DE LA MER, President

The corporation shall have at least one and no more than 5 directors and no person shall be required to own, hold or to control stock in the corporation as a condition precedent to holding any office in this corporation.

ARTICLE VIII

SUBSCRIBERS: The names of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

AMI DE LA MER, 1000 Shares

ARTICLE IX

OFFICERS: The officers of this corporation shall be a President and such other officers and agents as may be necessary. All officers and agents, and factors as may be deemed necessary, shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the by-laws or determined by the Board of Directors.

Any person may hold two or more offices. This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X

POWERS: This corporation shall have the following powers:

A. to have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof to be impressed affixed, or any other manner reproduced.

B. To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in, and with real or personal property or any interest therein wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of the property and assets.

D. To lend money to and use the credit to assist the officers and employees in accordance with Florida State sec. 607.141.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligation of, other domestic or foreign corporations,

associates, partnerships, or individuals, or direct or indirect obligations of United States or any other government, state, territory, governmental district, or municipality, or any instrumentality thereof.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its bonds, notes, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property franchises and income. To buy and sell and transfer options.

G. To lend money for corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for payment of the funds so loaned or invested.

H. To conduct its business, carry on the operation and have offices and exercises the powers granted by the Florida Statutes, 607, within or without the State.

I. To elect or appoint officers and agents of the corporation and define their duties and to fix their compensation.

J. To make and alter the by-laws, not inconsistent with these Articles of Incorporation, or laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock options plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

O. To have and exercise all powers necessary or convenient to affect the purposes of this corporation.

I, AMI DE LA MER do hereby accept service of process for Affordable Closeouts, Com, Inc.


Ami De La Mer, registered agent

The undersigned has executed these Articles of Incorporation this 12 day of September, 2001.


Ami De La Mer, Incorporator

FILED
01 SEP 28 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Articles of Incorporation were prepared and submitted by
Charles F. Kline, Esquire, 831 North Dixie Highway, Lake Worth, Florida 33460