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Florida Department of State
Division of Corporations
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From:

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FLORIDA PROFIT CORPORATION OR P.A.**FEDERAL DISCOUNT STORES, INC.**

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONSFAX AUDIT No.
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ARTICLES OF INCORPORATION
OF
FEDERAL DISCOUNT STORES, INC.

The undersigned, acting as Incorporator of a Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of this Corporation is **FEDERAL DISCOUNT STORES, INC.**

ARTICLE II
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III
PURPOSE

The general purposes for which this Corporation is organized are the following:

A. To engage in and transact any lawful business for which a corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits these general purposes in any way.

B. To do such other things as are incidental to the purposes of this Corporation, or necessary or desirable in order to accomplish them.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Six thousand (6,000) shares of Common Stock, having a par value of FIFTY AND XX/00 (\$50.00) dollars per share. All said shares shall be payable in cash, property, labor, or services at a valuation to be fixed by the Board of Directors.

ARTICLE V
ADDRESS

The address of the principal office of this Corporation is: 782 NW LeJeune Road, Suite 548, Miami, Florida 33126.

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ARTICLE VI

DIRECTORS

The number of Directors constituting the initial Board of Directors is One (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1).

ARTICLE VII
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation are:

ARMANDO J. GUERRA .782 NW LeJeune Road, Suite 548
Miami, Florida 33126

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

ARMANDO J. GUERRA
782 NW LeJeune Road, Suite 548
Miami, Florida 33126

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is 782 NW LeJeune Road, Suite 548, Miami, Florida 33126, and the name of the initial Registered Agent at that address is Jose M. Marquez, Esq.

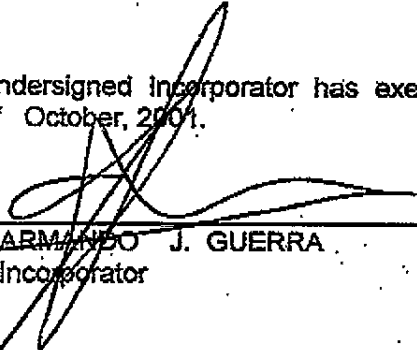
ARTICLE X
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain Amendment to these Articles of Incorporation be made.

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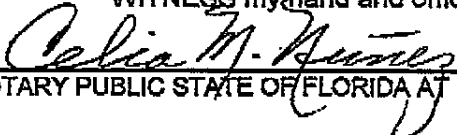
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 15th day of October, 2001.


ARMANDO J. GUERRA
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, ARMANDO J. GUERRA, to me well known and known to me to be the person(s) described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that "he/she/they" executed said instrument for the purposes therein expressed.

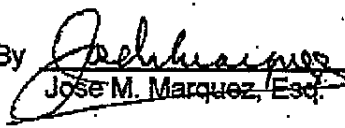
WITNESS my hand and official seal this 15th day of October, 2001.


NOTARY PUBLIC STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL
CELIA M. NUNEZ
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 775095
MY COMMISSION EXP. JAN. 9, 2003

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

By 
Jose M. Marquez, Esq.

DATE: October 15, 2001

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