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November 19, 2001

Secretary of State - Division of Corporation
New Filing
Neil Kirkman Building
409 East Gains Street
Tallahassee, Florida 32399

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~~-11/21/01--01007--003~~
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Re: New Filing

~~500004690105--9~~
~~-11/21/01--01007--003~~
~~*****75.78 *****70.00~~

To Whom It May Concern:

Please find a Articles of Incorporation for filing. We ask that you return the Certificate of Incorporation to this office. If you have any additional questions in reference to the above matter please call.

Yours truly,

Russell M. Hayson
Russell M. Hayson
Attorney at Law

FILED
01 NOV 20 AM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 11/27/01 ✓

FILED

CERTIFICATE OF INCORPORATION

01 NOV 20 AM 8:20

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIBERTY RETAIL CORPORATION

We, the undersigned, hereby associate ourselves together with the purpose of forming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

The name of this Corporation shall be **LIBERTY RETAIL CORPORATION**.

ARTICLE II.

The general nature of the business to be transacted by this corporation shall be:

1. The general nature of the business to be transacted in miscellaneous and shall be any lawful business for the State of Florida and all acts properly incidental thereto.

2. To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate as acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the corporation, buildings or other structures, with their appurtenances, and to manage, operate lease, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation.

3. To grant to other persons, firms, or corporations the rights, privileges, concessions, or franchise to carry on any kind of business or enterprise of the corporation under such terms as the corporation may deem expedient and proper.

4. To become party to any lawful agreement with any person, firm, or company; to do all and everything necessary, suitable, convenient, or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive and expedient for the protection or benefit of the corporation, either as holders of or interest in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporations.

5. The business of the corporation is from time to time to do one or more or all of the acts and things set out above, and it shall have the right to conduct its business in all its branches in or outside the State of Florida, or in any State, Territory, or dependency of the United States, or in foreign countries, it being the intention that each of the objects, purposes, and powers specified in all of the provisions of the statement of purposes shall be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by inference or reference by or from the terms of any clause of this statement or any other paragraph of this Charter or Certificate.

ARTICLE III.

The authorized capital stock of this Corporation shall be **one hundred (100)** shares of common stock at no par value.

The common stock shall be payable in cash, property, or services, at a just valuation to be fixed by the Board of Directors at a regular or special meeting called for that purpose. Property, labor, services may be purchased and paid for with the common stock of the corporation at a just value to be fixed by the Board of Directors.

ARTICLE IV.

AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital to begin the business herein and operate same shall be a total of **FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.**

ARTICLE V.

PRINCIPAL OFFICE

The principal office of the corporation shall be located at **605 S.W. 7th Ave., Ft. Lauderdale, FL. 33315**, with the privilege of operating any branch office any place in any state, territory or foreign country, as the corporation deems advisable.

ARTICLE VI

CORPORATION EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to Law.

ARTICLE VII.

NUMBER OF DIRECTORS

The number of directors shall be not less than one (1) nor more than three (3), but the By-Laws may provide for such increase or decrease in number thereof as is authorized by law.

ARTICLE VIII.

DIRECTORS

The name and address of the first Board of Directors of this Corporation is:

DAVID FOUNDS President	605 S.W. 7TH AVENUE Ft.lauderdale, FL 33315
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LISA FOUNDS Secretary/Treasurer	605 S.W. 7TH AVENUE Ft. lauderdale, FL 33315
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ARTICLE IX.

NAMES AND ADDRESSES OF SUBSCRIBERS

The name and post office address of each subscriber and the number of shares of stock which each agrees to take are:

DAVID FOUNDS	605 S.W. 7TH AVENUE Ft.lauderdale, FL 33315	50 Shares
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LISA FOUNDS	605 S.W. 7TH AVENUE Ft. lauderdale, FL 33315	50 Shares
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ARTICLE X.

REGISTERED AGENT

DAVID FOUNDS, is hereby named as the original Registered Agent of this Corporation, upon whom service of process may be held in accordance with the laws of the State of Florida, and the street address of the initial Registered Agent's office is:

605 S.W. 7TH AVENUE, Ft. Lauderdale, FL 33315

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge and filed in the office of the Secretary of State of Florida the foregoing **CERTIFICATE OF INCORPORATION**, this ____ day of _____, 2001.

WITNESSES:

Shawanna Powell

Shawanna Powell

Russell M. Hayson

DAVID FOUNDS

LISA FOUNDS

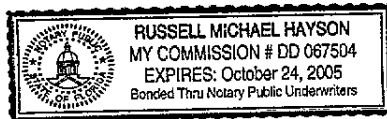
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, personally appeared before me, the undersigned authority,
DAVID FOUNDS and LISA FOUNDS, personally known to me, or who presented the following as
identification: Kevin Lucero and they acknowledged before me that they
executed the foregoing **CERTIFICATE OF INCORPORATION** for the purposes therein expressed.

WITNESS my hand and seal in the County and State aforesaid, this 12 day of November
2001.

NOTARY PUBLIC

My commission expires:



FILED

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CERTIFICATE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 48.091, Fla. Stats., the following is submitted:

LIBERTY RETAIL CORPORATION, a corporation desiring to organize under the Laws of the State of Florida, has named **DAVID FOUNDS**, as its initial Registered Agent, and the initial street address of the initial registered office of said Agent is:

605 S.W. 7TH AVENUE, Ft.lauderdale, Florida 33315

ACKNOWLEDGMENT:

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


DAVID FOUNDS