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11/20/01

From: **Inderjit S Malhotra**  
**3001 Davie Blvd.,**  
**Ft. Lauderdale, FL 33312**

To: **The Secretary of State**  
**Florida Department of State**  
**Division of Corporations**  
**PO BOX 6327**  
**Tallahassee, FL 32314**

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-11/26/01--01057--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for **JD Closeout.com Inc.**,  
for processing. A fee of \$ 78.<sup>76</sup>~~75~~ is enclosed.

Thanks,  
Sincerely,



Inderjit S Malhotra

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01 NOV 26 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

D. WHITE NOV 28 2001

**ARTICLES OF INCORPORATION  
OF  
J D CLOSEOUTS.COM INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 : J D CLOSEOUTS.COM Inc.  
The corporations principal place of is located in the city of Dania  
in the county of Broward, in the State of Florida at 3100 W State Road 84  
#408, Dania, Fl 33004.

**Article II: Duration:**

The corporation is organized for the purpose of engaging in any activities of business permitted under the laws of the United States and the State of Florida.

**Article III: Capital Stock:**

The corporation is authorized to issue Five Hundred (500) Shares of One Dollar(s) (\$ 1.00) par value common stock, which will be designated "Common Shares".

**Article IV: Initial Registered Office and Agent:**

The name and street address of Initial Registered Agent of this corporation is:

Name:	Joseph Beyhan
Address:	3720 NW 88 AVE #237
City:	Sunrise
State & Zip:	Florida 33351

**Article V- Initial Board of Directors:**

This corporation shall have one (1) directors 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 initial director(s) of the corporation are as follows:

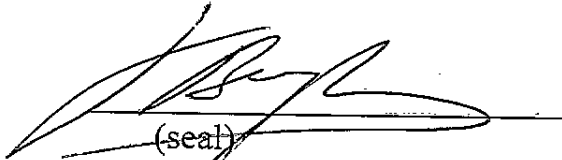
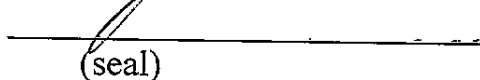
1. Joseph Beyhan  
3720 NW 88 Ave# 237  
Sunrise, FL 33351.

**Article VI - Incorporation:**

The names and addresses of the persons signing these Articles of Incorporation are as follows:

1. Joseph Beyhan  
3720 NW 88 Ave # 237  
Sunrise, FL 33351

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20th Day of November 2001.

  
(seal)  
  
(seal)

STATE OF FLORIDA  
COUNTY BROWARD

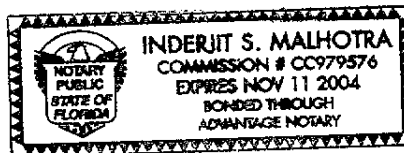
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Mr. Joseph Beyhan

known to me and known to be person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I hereunto affixed my hand and seal, in the State and County aforesaid, this 20th Day of November 2001.

Inderjit S. Malhotra

Notary Public



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**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT:**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

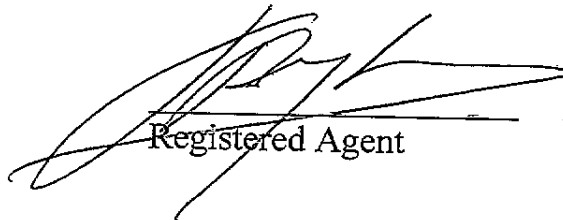
**CERTIFICATE OF REGISTERED AGENT  
OF  
J D Closeouts.com INC.**

Persuant of Florida Statutes Section 48.091 and 607.034, 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 J D Closeouts.com Inc., 3100 W State Road 84 #408 Dania, FL 33351., has named Joseph Beyhan and has located at the aforesaid address, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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

  
Registered Agent