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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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FLORIDA PROFIT CORPORATION OR P.A.

99 CENT STORES ENTERPRISES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION
99 CENT STORES ENTERPRISES, INC.**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

99 CENT STORES ENTERPRISES, INC.
14695 S.W. 49TH STREET
MIAMI, FL 33175

ARTICLE II - TERMS OF EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on by this Corporation shall be:

3.1 This Corporation is organized with the purpose to engage in any activities or business permitted under the laws of the United States and of The State of Florida.

3.2 To enter into, make and perform contracts of every kind, of any lawful purpose, without limit as to amount, with any person, firm association or corporation, town, city, country, state, territory or government.

3.3 To purchase or otherwise acquire, and to hold, own, maintain or otherwise dispose of and deal in lands and leaseholds, and any franchises, rights in real property, and personal or mixed property, and any rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed and to have and all powers above set forth as fully as natural person, whether a principals, agents trustees or otherwise.

3.4 To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of the State of Florida or any other state or government, and while the owners of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote thereon.

PREPARED BY:
MASTER ACCOUNTANTS, PA
12035 S.W. 14 ST. SUITE#104
Miami, FL 33184

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3.5 To purchase, hold sell and transfer the shares of its own capital stock, provide it shall not use its funds or property for the purchase of its owns shares of capital, and provide further that shares of its own capital stocks belonging to it shall not voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or votes.

3.6 To do all and everything necessary and proper for the accomplishment of the objectives enumerated in these Articles of Incorporation as necessary or incidental to the protection and benefit of this Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objectives aphtous Corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation and to do any things herein before set forth the same extend as natural person might or could do.

ARTICLE IV - CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE HUNDRED (100) shares of common stock.

4.2 No holder of shares of stock on any class shall have any preemptive right to describe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature, provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

4.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting power, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the corporation is: 14695 S.W. 49TH STREET, FL, 33175, and the mailing address is the same.

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MASTER ACCOUNTANTS, PA
12035 S.W. 14 ST. SUITE#104
Miami, Fl 33184

REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered Agent and the address of the registered office of this corporation is follow:

- a) Registered Agent : GUILLERMO DIAZ
- b) Registered Agent office : 12035 S.W. 14TH ST. SUITE#104
Miami, Fl, 33184

ARTICLE VII - OFFICER(S)

The Director(s) and Officer(s) of this corporation shall be:

Director & President: AHMED FERNANDEZ SS#593-22-5766
(OWNER OF 30 SHARES)

Director & Vice-President: RAUDEL BALSEIRO SS#267-61-7787
(OWNER OF 30 SHARES)

Director & Secretary: GLADYS BALSEIRO SS#267-61-4867
(OWNER OF 20 SHARES)

Director & Treasurer: CHRISTINE ROSARIO SS#595-64-7663
(OWNER OF 20 SHARES)

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12035 S.W. 14 ST. SUITE#104
Miami, Fl 3318

ARTICLE VIII - INCORPORATOR(S)

The name and address of the incorporator(s) executing these articles of Incorporation is(are):

: AHMED FERNANDEZ SS#593-22-5766
14695 SW 49 ST.
MIAMI, FL 33175

RAUDEL BALSEIRO SS#267-61-7787
1272 NE 145 ST.
MIAMI, FL 33161

GLADYS BALSEIRO SS#267-61-4867
1272 NE 145 ST.
MIAMI, FL 33161

CHRISTINE ROSARIO SS#595-64-7663
14695 SW 49 ST.
MIAMI, FL 33 175

ARTICLE IX - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent of vote of the shareholders, to make, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE X - EFFECTIVE DATE

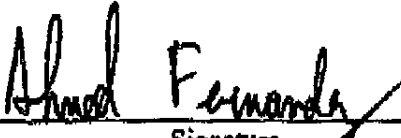
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

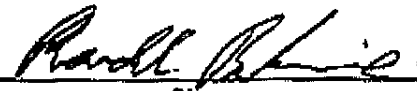
ARTICLE XI - AMENDMENT


The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, in any manner now or thereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or may amendment hereto are granted subject to this reservation.

PREPARED BY:
MASTER ACCOUNTANTS, PA
12035 S.W. 14 ST. SUITE#104
Miami, Fl 3318

ARTICLE XII - SIGNATURE(S) AND DATE

 01/16/2002
Signature
AHMED FERNANDEZ
INCORPORATOR/DIRECTOR/PRESIDENT

 01/16/2002
Signature
RAUDEL BALSEIRO
INCORPORATOR/DIRECTOR/VICE-PRESIDENT

 01/16/2002
Signature
GLADYS BALSEIRO
INCORPORATOR/DIRECTOR/SECRETARY

 01/16/2002
Signature
CHRISTINE ROSARIO
INCORPORATOR/DIRECTOR/TREASURER

PREPARED BY:
MASTER ACCOUNTANTS, PA
12035 S.W. 14 ST. SUITE#104
Miami, Fl 33184

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF
THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. - THE NAME OF THE CORPORATION IS: 99 CENT STORES ENTERPRISES, INC.

2. - THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

GUILLERMO DIAZ
4011 W. FLAGLER ST. SUITE#403
MIAMI, FL 33134

Having been named as the Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I 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.


Signature

01/16/2002
Date

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