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Florida Department of State

Division of Corporations

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To:

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TALLAHASSEE, FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**MERCHANDISE LIQUIDATORS INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MERCHANDISE LIQUIDATORS INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

MERCHANDISE LIQUIDATORS INC.

Its business will be carried on in the State of Florida in the United States of America, and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The term of existence of the corporation is perpetual.

ARTICLE III

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

Buying and selling closed out merchandise and to do all other things necessary and incidental to the proper conduct of such business and to engage in all other legal activities to advance the purpose of the business pursuant to the laws of the State of Florida and of the United States.

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PREPARED BY: DARRYL S. SCHREIBER, ESQUIRE.  
SCHREIBER, SCHREIBER & SCHREIBER  
3600 Sheridan Street  
Hollywood, FL 33021  
FBN: 342432  
Telephone: (954) 966-5600

**ARTICLE IV**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be:

Fifty Thousand (50,000) Shares at \$.01 par value

**ARTICLE V**

Pursuant to Florida Statutes 607.202, the corporation's principal place of business, and its mailing address is 5600 Sheridan Street, Hollywood, Florida 33021.

**ARTICLE VI**

The name and street address of the members of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until his successor is elected and has qualified, are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
ED GOTTLIEB	5600 Sheridan Street Hollywood, Florida 33021	President
ANTHONY VITELLI	5600 Sheridan Street Hollywood, Florida 33021	Vice Pres./Sec/Tres.

There shall not be less than one (1) Director, at any time.

ARTICLE VII

The name and street address of the Incorporator to these Articles of Incorporation is as follows:

ED GOTTLIEB  
5600 Sheridan Street  
Hollywood, FL 33021

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of  
March 2002.

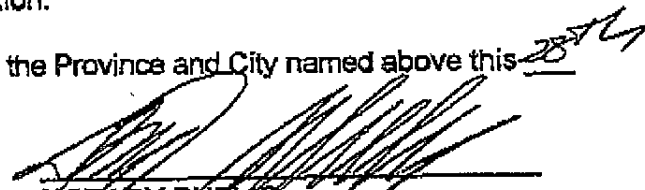
  
ED GOTTLIEB

STATE OF FLORIDA                    )  
  )SS:  
COUNTY OF BROWARD            )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County above named, to take acknowledgments, personally appeared, ED GOTTLIEB personally known to me to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the Province and City named above this 28  
day of March 2002.

My Commission Expires:

  
NOTARY PUBLIC



Darryl Schreiber  
MY COMMISSION # CC759210 EXPIRES  
August 25, 2002  
BONDED THROUGH TROY FAIN INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS DATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That MERCHANDISE LIQUIDATORS INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Hollywood, County of Broward, State of Florida has named DARRYL S. SCHREIBER, ESQUIRE, who is located at 5600 Sheridan Street, Hollywood, Florida 33021, as its agent to accept process within this State.

**ACKNOWLEDGMENT**

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

  
DARRYL S. SCHREIBER**H 02000067903**

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