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

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

USA CLOSEOUTS. COM, INC.

Certificate of Status	0
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(V)

ARTICLES OF INCORPORATION
OF
USA CLOSEOUTS.COM, INC.

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of this corporation shall be: USA CLOSEOUTS.COM, INC.

ARTICLE II
DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III
PURPOSE AND POWER

The Corporation is organized for the purpose of engaging in lawful business permitted to a corporation organized under Florida General Corporation law, Chapter 607, Florida Statutes.

ARTICLES IV
CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of Five Hundred (500) shares of common living stock with par value of one (1.00) dollar per share, payable in lawful money of United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The capital stock of the Corporation may at any time be increased or decreased as

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provided by the laws of Florida.

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The Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or property solely out of the unreserved and unrestricted surplus of the Corporation, and dividends payable in shares of the capital stock of the Corporation, solely out of unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

AMI DE LA MER	100 SHARES
LISA DE LA MER	100 SHARES
KARL BOEHM	100 SHARES
ERICH BOEHM	100 SHARES

(UNISSUED 100 SHARES)

ARTICLE V
SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of capital stock of the Corporation are not to be divided into classes.

ARTICLE VI
NO SHARES ISSUED SERIES

The shares of the capital stock to the Corporation are not to be issued in series.

ARTICLE VII
VOTING RIGHTS

Each holder of the par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the Corporation standing in his name at the time of the close of the transfer book before such meeting or as otherwise provided by law.

ARTICLE VIII
PRE-EMPTIVE RIGHTS

Each shareholder shall have pre-emptive rights. Every Shareholder, upon the sale for cash of any new stock of this Corporation, of the same kind, class or series as that which he already holds, shall have rights to purchase his pro rata share at the price at which it is offered to others.

ARTICLE IX
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 11101 South Crown Way, Suite 3, Wellington, Florida 33414. The street address of the initial registered office at this Corporation is 4102 Washington Road, West Palm Beach, Florida 33405, and the name of the initial registered Agent of this Corporation is Linda S. Weitzman, Esquire.

ARTICLE X
INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased, from time to time, by action in accordance with the provisions of the By-laws. The name and address of the initial Director of this Corporation is :

AMI DE LA MER	11101 South Crown Way, Suite 3, Wellington, Florida 33414
ERICH BOEHM	11101 South Crown Way, Suite 3, Wellington, Florida 33414

ARTICLE XI
OFFICERS

The names and addresses of the Officers of the Corporation, who subject to the provisions of this Certificate of Incorporation and By-laws, and the General Corporation Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors and are elected and have qualified, are as follows:

AMI DE LA MER	11101 South Crown Way, Suite 3, Wellington, Florida 33414
<u>PRESIDENT</u>	

KARL BOEHM	11101 South Crown Way, Suite 3, Wellington, Florida 33414
<u>VICE-PRESIDENT</u>	3

ERICH BOEHM	11101 South Crown Way, Suite 3, Wellington, Florida 33414
<u>SECRETARY</u>	

LISA DE LA MER	11101 South Crown Way, Suite 3, Wellington, Florida 33414
<u>TREASURER</u>	

ARTICLES XII
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

AMI DE LA MER
11101 South Crown Way, Suite 3
Wellington, Florida 33414

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XIV
AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders to this reservation.

ARTICLE XV
MEETINGS

Meeting of the Incorporator(s), of the Shareholders and of the Directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

IN WITNESS WHEREOF, the above named Incorporator executed these Articles of Incorporation this 28th day of March, 2002.




AMIDELAMER/INCORPORATOR

H 02000069855**CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE**

IN COMPLIANCE WITH SECTION 48.091 AND 607.034, FLORIDA STATUTES, AS
MAY BE AMENDED, THE FOLLOWING IS SUBMITTED:

That USA CLOSEOUTS.COM, INC., desiring to organize or qualify under the Laws of the
State of Florida, with its principal office a 11101 South Crown Way, Suite 3, Wellington, Florida
33404, and its Registered Agent, LINDA S. WEITZMAN, ESQUIRE, located at 4102 Washington
Road, West Palm Beach, Florida 33405, and its Registered Agent to accept Service of Process within
Florida at said designated registered office.

Having been named to accept Service of Process for the above Corporation, at the place
designated in its Certificate, I hereby agree to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper performance of my duties.


LINDA S. WEITZMAN, ESQUIRE
REGISTERED AGENT3/28/02
DATE:**H 02000069855**

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