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FILED
02 MAY -7 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAIL ARTICLES OF INCORPORATIONS TO:

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327,
TALLAHASSEE
FLORIDA 32314
850-488-9000

ISSUE CHECK FOR \$78.75
FLORIDA DEPT OF STATE, DIVISION OF CORP

COURIER SERVICE ADDRESS
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

PHONE 850-487-6096

INTERNET ADDRESS
<http://www.sunbiz.org>

MR ROLAND BENDAVID

3749 North East 163rd St
North Miami Beach, FL 33160.

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-05/07/02-01064-005
*****78.75 *****78.75

QB5/13✓

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF:
DISCOUNT CITY USA, INC

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The Name of the Corporation shall be: DISCOUNT CITY USA, INC

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

MR ROLAND BENDAVID
DISCOUNT CITY USA, INC

→ (USE THIS ADDRESS)
3749 North East 163rd St.
North Miami Beach, FL. 33160,

ARTICLE III CAPITAL STOCK

The number of share of stock that this corporation is authorized to have outstanding at any one time is:

100 SHARES OF COMMON STOCK AT ONE DOLLAR (\$1.00) PAR VALUE

ARTICLE IV NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

DISCOUNT STORE TO SELL GENERAL MECHANISE CONSISTING OF COSMETICS, WOMEN APPAREL, HOUSEHOLD GOODS, TOYS, KITCHENWARE, STATIONARY, AND OTHER CONSUMER GOODS

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

MR ROLAND BENDAVID
DISCOUNT CITY USA, INC
~~C/O PADNEWEEBER, INC~~
~~550 BILTMORE WAY~~
CORAL GABLES, FL 33144-0051

→ (USE THIS ADDRESS)
3749 North East 163rd St.
North Miami Beach, FL. 33160,

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of director (s) may be either increased or diminished from time to time, but shall never be less than one. The names and addresses of the initial director (s) of this corporation is (are)

MR ROLAND BENDAVID, PRESIDENT
DISCOUNT CITY USA, INC

→ (Use this address)
3749 N. East 163rd St.
North Miami Beach, FL 33160

DISCOUNT CITY USA, INC

→

Mr. Roland Bendavid shall be the initial director, president, secretary and a Vice President

ARTICLE VII TERMS OF EXISTENCE

This Corporation shall have perpetual existence


ARTICLE VIII - INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

MR ROLAND BENDAVID
DISCOUNT CITY USA, INC

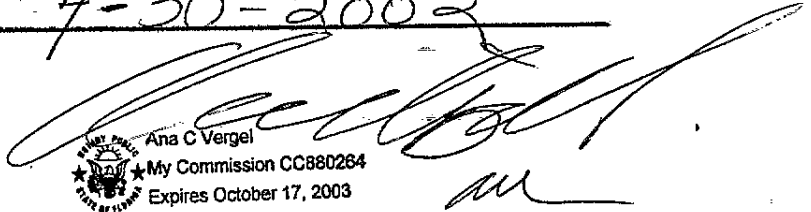
→ (Use this address)
3749 North East 163rd St
North Miami Beach, FL 33160

The undersigned incorporator has executed these Articles of Incorporation
this 16th day of May, 2001



Signature

4-30-2002


Ana C Vergel
My Commission CC880284
Expires October 17, 2003

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 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:

The name of the corporation is: DISCOUNT CITY USA, INC.

The name and address of the registered agent and office is:

HAVING BEEN NAMED AS 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

Rolando

(NA. ROLANDO BENDAVIO)
Sales Director

DATE:

04/30/02

PREPARED BY:
JULIO GONZALEZ, CPA
TAX AND ACCOUNTING SERVICES
4773 SOUTH ORANGE AVE.
ORLANDO, FL 32806 PHONE 407-457-3563



Ana C Vergel
My Commission CC880264
Expires October 17, 2003

4-30-02
an