

# P02000080997

Florida Department of State  
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## FLORIDA PROFIT CORPORATION OR P.A.

### USA CLOSEOUTS & LIQUIDATION CORPL.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**  
**OF**  
**USA CLOSEOUTS & LIQUIDATION CORP.**

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 & LIQUIDATION CORP.

**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.

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

(UNISSUED 400 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

**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  
PRESIDENT

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

**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 23rd day of July, 2002.

  
AMI DE LA MER/INCORPORATOR

#02000171673

**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 & LIQUIDATION CORP., 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 AGENT7/10/02  
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