

P020000092402

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Dollar Code, Inc.

FILED
2002 AUG 26 PM 1:32
TALLAHASSEE FLORIDA
SECRETARY OF STATE

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<input checked="" type="checkbox"/> Profit Articles	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/26/02

Order#: 5557007

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Ref#: *****78.75 *****78.75

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
DOLLAR CODE, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural personal competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I – NAME

The name of the Corporation is DOLLAR CODE, INC. (hereinafter, "Corporation").

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 9439 San Jose Boulevard, Apartment 205, Jacksonville, Florida 32257 and the mailing address is the same.

ARTICLE III – PURPOSE OF CORPORATION

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV – CORPORATE CAPITALIZATION

4.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock.

4.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

4.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

4.4 No holders of shares of stock of any class shall have any preemptive right to subscribe 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.

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FOR DOLLAR CODE, INC.**

4.5 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.

4.6 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, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

ARTICLE V – OFFICERS

The Officers of the Corporation shall be:

President: Juan Martin Itzcovitz
Secretary: Adriana Rubinstein

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VI – DIRECTOR(S)

The Director(s) of the Corporation shall be:

Juan Martin Itzcovitz
Adriana Rubinstein

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is C.T. Corporation System, located at 1200 South Pine Island Road, Plantation, Florida 33324. The name and address of the registered agent of this Corporation is C.T. Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Charles Blatteis, Esq.
1661 International Place Drive, Suite 300
Memphis, Tennessee, 38120

**ARTICLES OF INCORPORATION
FOR DOLLAR CODE, INC.**

ARTICLE IX – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, 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 actin 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 to any amendment hereto, in any manner now or hereafter 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 any amendment hereto are granted subject to this reservation.

ARTICLE XII – SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended from time to time, and any corresponding provisions of any successor legislation.

12.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended from time to time, and any corresponding provisions of any successor legislation, unless the shareholders of the Corporation unanimously agree otherwise in writing.

12.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S or the Internal Revenue Code of 1986, as amended from time to time, and any corresponding provisions of any successor legislation.

12.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

**ARTICLES OF INCORPORATION
FOR DOLLAR CODE, INC.**

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986 as amended from time to time, and any corresponding provisions of any successor legislation."

ARTICLE XIII – SHAREHOLDERS’ RESTRICTIVE AGREEMENT

All of the shares of stock of this corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation as permitted by law. A copy of the Shareholders’ Restrictive Agreement, if any, shall be on file at the principal office of the Corporation.

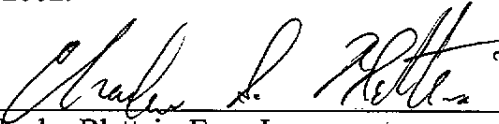
ARTICLE XIV – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XV – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto sent my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of August 2002.



Charles Blatteis, Esq., Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF
INCORPORATION**

The signed acceptance of C.T. Corporation System as the Registered Agent in the above and foregoing Articles of Incorporation is attached hereto.

Please see attached.

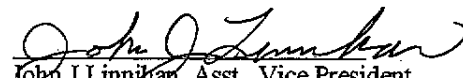
C. T. Corporation System, Registered Agent

ACCEPTANCE OF REGISTERED AGENT

C T CORPORATION SYSTEM acknowledges and accepts the appointment of
registered Agent for and on behalf of DOLLAR CODE, INC.

Dated: August 23, 2002

C T CORPORATION SYSTEM


John J Linnihan, Asst. Vice President

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