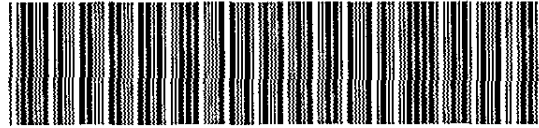


PO30000 34442

DIIPP, Rodriguez & Assoc.
460-B North Federal Hwy
Pompano Beach, FL 33062



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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 12, 2003

DIPP, RODRIGUEZ & ASSOC.
960-B NORTH FEDERAL HWY
POMPANO BEACH, FL 33062

SUBJECT: * 98 PLUS, INC.
Ref. Number: W03000007182

We have received your document for * 98 PLUS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE COMPUTER WILL NOT RECORD THE SYMBOL IN YOUR NAME.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 603A00015636

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
98 CENTS PLUS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I NAME

The Name of this corporation is 98 CENTS PLUS, INC.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to import-export machinery, parts and all others articles, commodities, act as principal or as purchasing agents for others, to act as real estate developer, real estate owner, to develop agricultural properties and to breed, sell cattle or other animals and to invest in such ventures in the United States as well as abroad.

To manufacture, purchase or otherwise acquire, and to own, mortgage, sell, assign, transfer or otherwise dispose of and to invest in. trade in and deal with goods, merchandise, real and personal property and services of every class, kind and description, to develop proprietary computer programs, travel agent, tour operators, apply for copyrights and patents whenever applicable and to actively pursue to protect said copyrights and patents.

To design, manufacture, sell all type of clothing apparels; both wholesale and retail. To export or import such clothing apparels.

To conduct business in, have one or more offices, buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchise, patents, trademarks and licenses in the State of Florida and all others States, districts, territories or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debenture, notes and others evidence of indebtedness, and execute such mortgages, transfer, or cooperate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets and any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription, or otherwise, and to receive, hold own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any share of capital stock, script, warrants, rights, bonds, debentures, notes, trust, receipts, and other securities, obligation closes in action and evidence of indebtedness or interest issued or created any corporation, joint stock companies, syndicates, association, firms, trust, or persons public or private, or by the Government of the United States, or by any foreign government, or by any state, territory municipality, or other political subdivision or by any governmental agency, and as owner thereof to exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon ,and to do any and all act and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing with the foregoing, and have and to exercise all the powers conferred by the Laws of the State of Florida upon corporations formed under its laws, and to do any or all things herein before set before set forth to the same extent a natural person might or could.

ARTICLE III – CAPITAL STOCK

The Maximum number of share that this corporation is authorized to have outstanding at any one time in one hundred thousand (100,000) shares of common stock at a par value of \$0.01 one cent each.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services. At just valuation to be fixed by the incorporates or by the directors at a meeting called for such purpose.

ARTICLE IV CAPITAL

The amount of capital with which the corporation shall begin business with shall be not less than \$100.00 one hundred dollars.

ARTICLE V – TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI – ADDRESS

2500 SW 107th AVE, SUITE 6
MIAMI DADE, FL 33165

ARTICLE VII – DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such a manner as maybe described by the By Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, and any person who serves at the request of this corporation, from any and against all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability as to which adjudged that such officer or director is liable for negligence or willful misconduct in performance of his/her duties.

The rights according to any person under the foregoing shall not exclude any other right to which he/she may be lawfully entitled not shall anything herein be contained restrict the right of the corporation to indemnify/ or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, any contract or transaction of the corporation provided for the fact that he/she or such firm so interested shall leave disclosed or shall have made known to the Board of Directors or such member thereof shall be present at any meeting of the Board at which such action of any such contact or transaction who is also a director or officer of such other corporation or is interested to be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not interested.

ARTICLE VIII - DIRECTOR

The name and address Board of Directors is:

Leila Cruz	2500 SW 107 th AVE SUITE 6 Miami Dade, Fl. 33165
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ARTICLE IX – OFFICER

Leila Cruz	2500 SW 107 th Ave SUITE 6 Miami Dade, Fl. 33165	President
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ARTICLE X – SUBSCRIBER

Leila Cruz	2500 SW 107 th Ave SUITE 6 Miami Dade, Fl. 33165	100%
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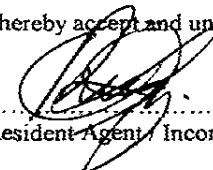
ARTICLE XI - RESIDENT AGENT

RICARDO CRUZ


2500 SW 107TH AVE, SUITE 6
MIAMI DADE, FL 33165

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I hereby accept and understand all of my obligations and duties as Resident Agent for this Corporation.


.....
Resident Agent Incorporate

I, the undersigned, being the subscriber of these Article of Incorporation. Do hereby make, subscribe, acknowledge and file these Articles and certify that the facts stated herein are true and have hereunto set her hand and seal, this 06 day of March 2003


..... (SEAL)
Leila Cruz

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, on this day personally appeared Leila Cruz the party to the foregoing Article of Incorporation, know to me personally to be such, and acknowledge the said Articles to be his free act and deed, and that the facts stated therein are truly set forth.

WITNESS my hand and official seal at Miami, County of Dade, State of Florida, this 06-day of March 2003.


.....
Notary Public, State of Florida


SALVADOR ISRAEL DIPP
Notary Public - State of Florida
My Comm. Expires Feb 21, 2005
Commission # DD003546

My Commission Expires:

Feb. 21 - 2005