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FILED
03 MAY 27 PM 3:14
SEP 11 10:00 AM
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Jonathan H. Goodman, P. A.
Attorney at Law
1377 Cassat Avenue
Jacksonville, Florida 32205
Phone (904) 389-1346 Fax (904) 389-7651

May 20, 2003

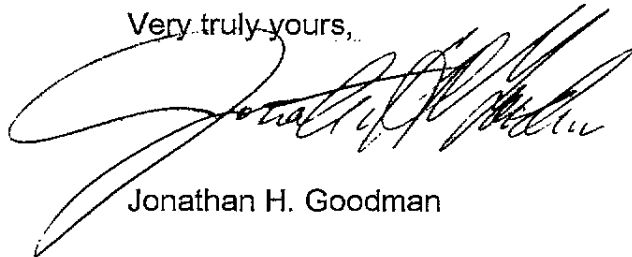
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Lady Dollar, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Incorporation on the above-named corporation, together with a check in the amount of \$78.75 to cover filing, designation and certified copy.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jonathan H. Goodman', is written over the typed name.

Jonathan H. Goodman

JHG/lwb

Enclosures

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

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03 JAN 27 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

The name of this corporation is LADY DOLLAR, INC.

ARTICLE II.

The principal place of business and the mailing address of the corporation is 335 Franklin Street, Rocky Mount, Virginia 24151.

ARTICLE III.

The duration of the corporation shall be perpetual.

ARTICLE IV.

The purpose of the corporation shall be the retail sale of miscellaneous items to the general public and for any other lawful purpose for which corporations for profit are incorporated under the laws of the State of Florida.

ARTICLE V.

The method of election of directors shall be as stated in the corporate by-laws.

ARTICLE VI.

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common stock with a par value of five dollars (\$5.00) per share.

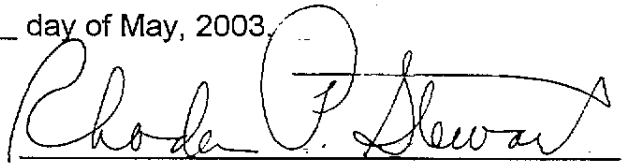
ARTICLE VII.

The street address of the corporation's initial registered office and the name of its initial registered agent at that address is Jonathan H. Goodman, Esq., 1377 Cassat Avenue, Jacksonville, Florida 32205.

ARTICLE VIII.

The name and address of the sole incorporator is Rhoda P. Stewart, 335 Franklin Street, Rocky Mount, Virginia 24151.

IN WITNESS WHEREOF, the undersigned incorporator has signed and sealed these Articles of Incorporation this 20th day of May, 2003.


Rhoda P. Stewart

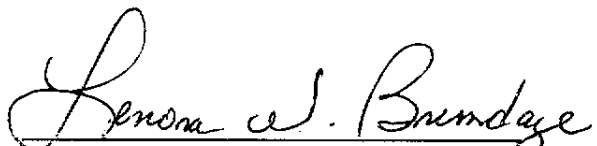
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared Rhoda P. Stewart, who being by me first duly sworn, and who is personally known to me, and who produced a Virginia drivers license as identification, executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation as her free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 20th day of May, 2003.



Lenora W. Brundage
Commission #DD142816
Expires: Sep 24, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC

My Commission Expires: 9/24/06

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

Pursuant to the provisions of Sections 607.0501, 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.

1. The name of the corporation is: Lady Dollar, Inc.
2. The name and address of the registered agent and office is:

Name: Jonathan H. Goodman, Esq.
Address: 1377 Cassat Avenue
City/State/Zip: Jacksonville, Florida 32205

Having been named as Registered Agent 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: _____

Registered Agent

DATE: _____

5/20/03

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA