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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

	/ALUE - MART E	BRAND SOURCE, INC.		
(Corporation Name) (Document #)				
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		time Certified Copy		
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	NEW FILINGS	AMENDMENTS		
7	Profit	Amendment		
	NonProfit	Resignation of R.A., Officer/ Director		
Limited Liability		Change of Registered Agent		
	Domestication	Dissolution/Withdrawal		
	Other	Merger		
·	OTHER FILNGS	REGISTRATION/ QUALIFICATION		
•	Annual Report	Foreign		
	Fictitious Name	Limited Partnership		
	Name Reservation	Reinstatement		
		Trademark		

Other

ARTICLES OF INCORPORATION

OF

VALUE-MART BRAND SOURCE, INC.

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

ARTICLE I NAME

The name of the corporation shall be VALUE-MART BRAND SOURCE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 2360 WEST 74 STREET, # 205, HIALEAH, FLORIDA 33016.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE HUNDRED** (500) shares of common stock, each share having the par value of **ONE DOLLAR** (\$1.00).

ARTICLE IV - DISTRIBUTION OF SHARES

The number of shares of stock shall be distributed as follows:

MARTHA R. VERDE

100%

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is MARTHA R. VERDE, 2360 WEST 74 STREET, SUITE 205, HIALEAH, FLORIDA 33016.

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is MARTHA R. VERDE, 2360 WEST 74 STREET, SUITE 205, HIALEAH FLORIDA 33016.

ARTICLE VII DIRECTOR(S)

The name(s) and street address(es) of the directors to the Articles of Incorporation is MARTHA R. VERDE, 2360 WEST 74 STREET, SUITE 205, HIALEAH, FLORIDA 33016.

ARTICLE VIII - OFFICERS

The officers of the this Corporation shall be as follows:

MARTHA R. VERDE

PRESIDENT

The undersigned incorporator has executed these Articles of Incorporation this

day of August 2003.

IGNATURE

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 627.0501, 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 VALUE-MART BRAND SOURCE, INC.
- 2. The name and address of the registered agent is: MARTHA R. VERDE, 2360 WEST 74 STREET, SUITE 205, HIALEAH, FL 33016.

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

DATE

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SECRETARY OF STATEA
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