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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFIT CORPORATION OR P.A.  
INDUSTRIAL CLOSE OUT, CORP**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
INDUSTRIAL CLOSE OUT, CORP

ARTICLE I - NAME

The Name of this Corporation is: INDUSTRIAL CLOSE OUT, CORP

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III - PURPOSE

This corporation may engage in any activity of business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 500 shares of One Dollar (\$1.00) per value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The names and street address of the initial registered officers of this corporation:  
Richard B. Carvajalino 2823 SW 32 Court, Miami Fl 33133.

The Principal Place of Business of the Corporation shall be:  
2823 SW 32 Court Miami, Fl 33133

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Director may be increased or decreased from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial Directors are:

Name:  
Richard B. Carvajalino  
President 100%

Address:  
2823 SW 32 Ct  
Miami, Florida 33133

**ALL SERVICES GROUP ENT, INC.**  
5900 West 20 AVE 2<sup>ND</sup> Floor, Hialeah, Florida 33016  
Phone: 305-303-9311 Fax: 305-821-7878

ARTICLE VII- LAWS

The by-laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder (s) or Director (s).

ARTICLE VIII- INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this corporation of the same kind class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

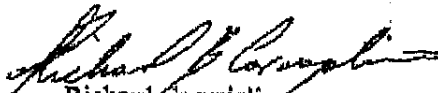
ARTICLE X- INCORPORATOR

The person(s) signing these articles are: Richard B. Cervajalino

ARTICLE XI- AMENDMENT

This corporation reserve the right to amended or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHERE OF, the undersigned has executed these Articles of Incorporation, this November 17, 2004.

  
Richard Cervajalino  
President

**ALL SERVICES GROUP ENT, INC.**

5900 West 20 AVE 2<sup>ND</sup> Floor, Hialeah, Florida 33016  
Phone: 305-303-9311 Fax: 305-821-7878

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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.

First that, Industrial Close out, Corp wish to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Miami Dade- County, and has named, as Richard B. Carvajalino, its agents to accept service of process within this state.

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.

  
Richard B. Carvajalino  
Registered Agent

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