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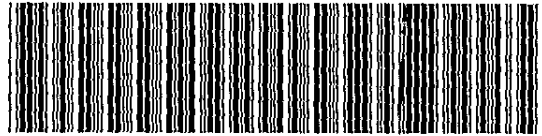
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SECRETARY OF STATE
TALLAHASSEE, FL 32304

C. J. 12/15

LAW OFFICE OF
RUDOLPH M. DI LASCIO, JR., P.A.

5798 JOHNSON STREET
HOLLYWOOD, FLORIDA 33021

TELEPHONE: (954) 966-7466
FACSIMILE: (954) 966-3410

December 2, 2004

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

Re: Filing of Articles of Incorporation
YOUR BARGAIN THRIFT STORE, INC.

Gentlemen:

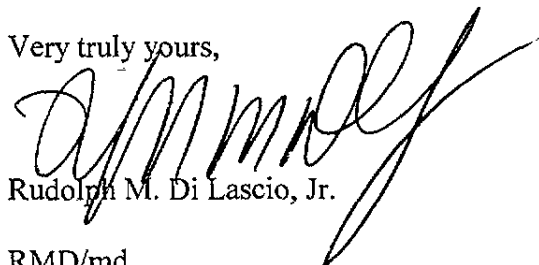
I have enclosed the following items regarding the above referenced matter:

1. Original and one copy of the Articles of Incorporation for
YOUR BARGAIN THRIFT STORE, INC.
2. Office account check in the amount of \$78.75 made payable to the
Secretary of State representing the filing fee and charge of one certified
Copy of the Articles of Incorporation for the above reference corporation

Please process accordingly and forward the certified copy to this office after filing.

Thank you for your cooperation in this matter.

Very truly yours,



Rudolph M. Di Lascio, Jr.

RMD/md
Enclosure

ARTICLES OF INCORPORATION
OF
YOUR BARGAIN THRIFT STORE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be **YOUR BARGAIN THRIFT STORE, INC.** and the principal place of business of this corporation shall be 318 North 46th Avenue, Hollywood, Florida 33021.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock having a \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation shall be:

318 North 46th Avenue
Hollywood, Florida 33021

and the name of the initial Registered Agent of the Corporation at that address is:
NICK RISTICK.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

This Corporation shall have between one (1) and three (3) Directors. The names and street addresses of the initial members of the Board of Directors are:

NICK RISTICK
318 North 46th Avenue
Hollywood, Florida 33021

ARTICLE VIII. OFFICERS

The names and addresses of the initial officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

President/Secretary/Treasurer – NICK RISTICK
318 North 46th Avenue
Hollywood, Florida 33021

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders meeting requiring a unanimous vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intentions that a certain amending of these Articles of Incorporation be made.

ARTICLE X. SUBCHAPTER S

The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural person, (ii) estates, or (iii) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE XI. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

NICK RISTICK
318 North 46th Avenue
Hollywood, Florida 33021

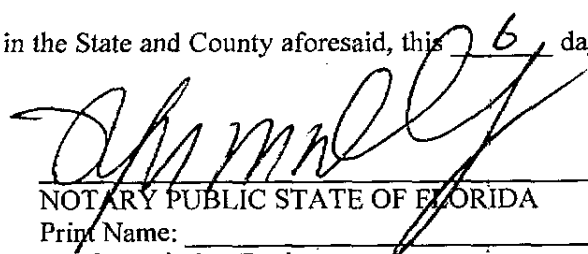
IN WITNESS THEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation has hereunto set his hand and seal on this 6 day of December, 2004.

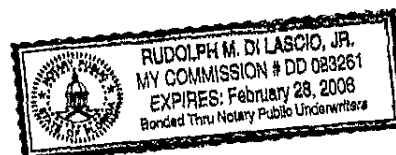
 L.S.
NICK RISTICK

STATE OF FLORIDA :
SS
COUNTY OF BROWARD:

BEFORE ME, the undersigned, personally appeared NICK RISTICK, known to be the person described in and who executed the foregoing Articles of Incorporation, who after being duly sworn under oath, acknowledged before me that he executed same for the purpose therein expressed and produced PERSONALLY KNOWN as photo identification, and who executed the foregoing instrument.

WITNESS my hand and official seal in the State and County aforesaid, this 6 day of December, 2004.


NOTARY PUBLIC STATE OF FLORIDA
Print Name: _____
My Commission Expires: _____



ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

I, NICK RISTICK having been named the statutory agent of **YOUR BARGAIN THRIFT STORE, INC.** do hereby accept designation as Registered Agent, and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

DATED this 6 day of December, 2004.


NICK RISTICK

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA