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Florida Department of State  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**from rags to riches close outs, inc.**

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**ARTICLES OF INCORPORATION  
OF  
FROM RAGS TO RICHES CLOSE OUTS, INC.**

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

**ARTICLE I NAME**

The name of the corporation shall be: **FROM RAGS TO RICHES CLOSE OUTS, INC.**

The principal place of business of this corporation shall be:

**6886 NW 35 AVENUE  
MIAMI, FL 33147**

**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 aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

**1000 SHARES OF COMMON STOCK @ \$1.00 PAR VALUE**

**ARTICLE IV TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officers(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is(are):

**LUIS HUMBERTO SANTANA  
7330 OCEAN TERRACE, APT. 803  
MIAMI BEACH, FL 33141**

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JULIO E. FERNANDEZ, CPA, PA  
2801 PONCE DE LEON BOULEVARD, SUITE 290  
CORAL GABLES, FL 33134

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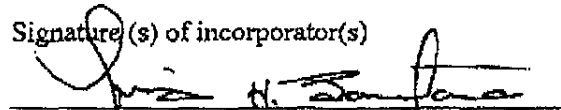
**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

**LUIS HUMBERTO SANTANA  
7330 OCEAN TERRACE, APT. 803  
MIAMI BEACH, FL 33141**

**IN WITNESS WHEREOF**, the undersigned incorporator(s) has (have)  
executed these Articles of Incorporation this 7 day of FEBRUARY, 2005.

Signature (s) of incorporator(s)

  
\_\_\_\_\_  
**LUIS HUMBERTO SANTANA**

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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:

FROM RAGS TO RICHES CLOSE OUTS, INC.

2. The name and address of the registered agent and office is:

LUIS HUMBERTO SANTANA

7330 OCEAN TERRACE, APT. 803  
(P.O BOX NOT ACCEPTABLE)

MIAMI BEACH, FL 33141

(CITY/STATE/ZIP)

SIGNATURE

  
LUIS HUMBERTO SANTANA

TITLE PRESIDENT

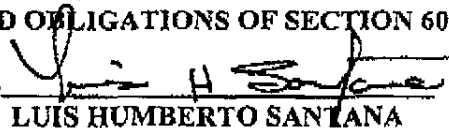
DATE FEBRAURY 7, 2005

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

  
LUIS HUMBERTO SANTANA

DATE FEBRAURY 7, 2005

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