

CAPITAL CONNECTION
Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

PAYLESS ENTERPRISES, INC.

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H05000211685 3

**ARTICLES OF INCORPORATION
OF
PAYLESS ENTERPRISES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a for profit Corporation pursuant to Chapter 607 and 621 of Florida Statutes.

ARTICLE 1- NAME

The name of the Corporation is **PAYLESS ENTERPRISES, INC.** (hereinafter, "Corporation").

ARTICLE 2- PLACE OF BUSINESS AND MAILING ADDRESS OF CORPORATION

The place of business and mailing address of the corporation is as follows:

Payless Enterprises, Inc.
c/o Phyllis Gabacoff
111 N. Pine Island Road, Suite 205
Plantation, Florida 33324

ARTICLE 3- CAPITAL STOCK

3.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock.

3.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

3.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

3.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

H05000211685 3

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ARTICLE 4- OFFICERS

The officers of the Corporation shall be:

President/Secretary: Phyllis Gabaeff

ARTICLE 5 DIRECTORS

The Corporation shall have one Director. The Directors of the Corporation shall be:

Phyllis Gabaeff, 111 N. Pine Island Road, Suite 205, Plantation, Florida 33324

ARTICLE 6 PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 7- INCORPORATOR

The name and street address of the Incorporator of this Corporation is:

Elias Leonard Dsouza, Esq.
Elias Leonard Dsouza, P.A.
111 N. Pine Island Road
Suite 205
Plantation, Florida 33324

ARTICLE 8 TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 10 LIABILITIES FOR DEBTS

Neither the shareholders nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

H05000211685 3

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 12 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability, authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 13 - 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 Shareholders, and approved at a Shareholders' meeting by a majority of the Shareholders, unless all the Directors and all the Shareholder sign a

H05000211685 3

CAPITAL CONNECTION

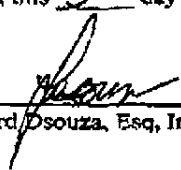
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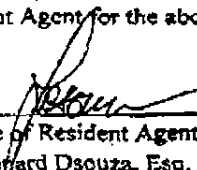
written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 3rd day of September, 2005.


Elias Leonard Dsouza, Esq., Incorporator

**CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

I, Elias Leonard Dsouza, Esq., of ELIAS LEONARD DSOUZA, P.A., 111 N. Pine Island Road, Suite 205, Plantation, Florida 33324, heroby accept appointment as Resident Agent for the above named Corporation


Signature of Resident Agent
Elias Leonard Dsouza, Esq.
ELIAS LEONARD DSOUZA, P.A.

H05000211685 3