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hollywood discount stores, inc.

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(5)

ARTICLES OF INCORPORATION

OF

HOLLYWOOD DISCOUNT STORES, INC.

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 ONE
NAME

The name of this corporation is: HOLLYWOOD DISCOUNT STORES, INC.

ARTICLE TWO
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- (a) To engage in every aspect and phase of the business of the purchase, sale, and marketing of general merchandise products.
- (b) To purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except, that it is not to conduct banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- (c) To conduct business in, have one or more offices in, buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.
- (d) To contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and evidences of indebtedness and execute such mortgage, transfers of evidence of corporate indebtedness as required.

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(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

ARTICLE THREE
CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is Two Hundred (200) Shares of Common Stock having a nominal or par value of Five Dollars (\$5.00) per share.

ARTICLE FOUR
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is: More than Five Hundred Dollars (\$500.00)

ARTICLE FIVE
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE SIX
ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:
31 North Miami Avenue, Miami, Florida 33128.
The Registered Agent at the above office is: Gustavo A. Basmeson.

ARTICLE SEVEN
DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE EIGHT
INITIAL DIRECTORS

The name and address of the member of the first Board of Directors are:
Gustavo A. Basmeson, 31 North Miami Avenue, Miami, Florida 33128.

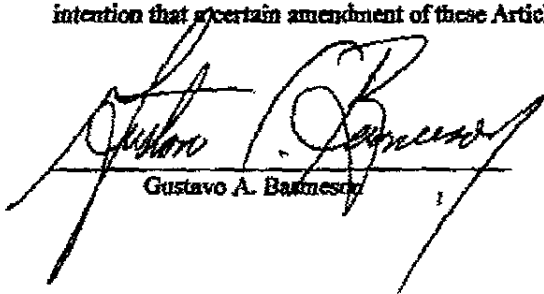
ARTICLE NINE
SUBSCRIBERS

The name and address of each Subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefore are:

Gustavo A. Basmeson, of 31 North Miami Avenue, Miami, Florida 33128, 101
Shares, Consideration-\$505.00.

ARTICLE TEN
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 stockholder's meeting by the majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


Gustavo A. Basmeson

Howwday!

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REGISTERED AGENT

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