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LAZARUS CORPORATE INDUSTE	RIES, INC.		SECTETARY VISION OF CO
890 S.W. 87 AVENUE #16			
(Address) MIAMI, FLORIDA 33174 (3	105)552-5973		ORPORATION B PH 3: 26
(City, State, Zip) (Phone &	'		兴善
LOCAL REPRESENTATIVE TALL	AHASSEE	OFFICE USE ONLY	26 DEE
(904)385-6735			<i>Oi</i>
CORPORATION NAME(S) & DO	CUMENT NUMF	BER(S) (if known):	
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Examiner's Initials

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FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

95 FEB -9 PH 3: 26

OF

USED NOT ABUSED THRIFT STORE, INC.

- I NAME: The name of this corporation is: USED NOT ABUSED THRIFT STORE, INC.
- II DURATION: This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.
- III -- PURPOSE: This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.
- IV CAPITAL STOCK: This corporation is authorized to issue
 ---ONE THOUSAND----- (1000.) shares of ---NO-- par value
 common stock, which shall be designated "Common Stock
- V 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

VI - INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal and registered office of this Corporation is: 2923-25 SOUTH STATE ROAD #7 - WEST HOLLYWOOD, FL 33023 and the name of the initial registered agent of this Corporation at that address is: JUAN CARLOS GALO

VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have --TWO-- (02)---- director (s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address(es) of the initial director(s) of this Corporation is (are):

JUAN CARLOS GALO---->9710 N.W. 4TH LN - MIAMI, FL 33172 President - 50% of total shares BRYAN COHEN-->995 RIVERSIDE DR. - CORAL SPRING, FL 33071 Vice-President - 50% of total shares

VIII - INDEMNIFICATION:

The Corporation shall indemnify any officer or director, or any former officer of director, to the full extent permitted by law.

IX	- INCORPORATOR: The name(s) and address(es) of the
	person(s) signing these articles is (are):
	JUAN CARLOS EALO>9710 N.W. 4TH LANE
	BRYAN COHEN
	IN WITNESS WHEREOF, the undersigned subscriber(s) has
	(have) executed these articles of incorporation this
	-06TH- day ofFEBRUARY, 1995.
	1 Brill

CERTIFICATE DESIGNATING FLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE.

In compliance with Section 607.034 of the Florida Statutes, the following is submitted:

USED NOT ABUSED THRIFT STORE, INC

desiring to organize or qualify under the laws of the State

of Florida, with its principal place of buriness in the City

of ----MIAMI-----, County of --DADE---, State of Florida,

has named : JUAN CARLOS GALO------ located at

2923-25 S. STATE RD #7 - W. HOLLYWOOD, FL 33023
City of ---BROWARD---, County of -BROWARD-, State of Florida
as its agent to accept service of process within the State of
Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above mentioned Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provissions of all Statutes relative to the proper and complete performance of my duties.

Dated this -- O6TH-- day of -----FEBRUARY----, 1995.

Resident and registered agent Juan Carlos Galo

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