

Charter Number Only

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4/19/95

CARLOS TRIAY

999 Ponce De Leon Blvd.  
Coral Gables FL 33134 #1110

REGISTRATION ONLY

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CORPORATION(S) NAME

BEST FOR LESS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
55 APR 20 7:11:16

Empire Toll Free: 1-800-432-3028

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4/20/95  
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ARTICLES OF INCORPORATION  
OF  
BEST FOR LESS, INC.

The undersigned, acting as incorporators of a Corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is: **BEST FOR LESS, INC.**
2. The period of duration of the Corporation is perpetual.

3. The Corporation is created for the purpose of engaging in any and all things allowed and permitted to be done under the statutes of the State of Florida, and to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to wit:

(a) Generally, to make and perform contract of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

4. AUTHORIZED SHARES:

NUMBER. The aggregate number of shares that the Corporation shall have the authority to issue is **SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES** of Capital Stock with a par value of **One Dollar (\$1.00) per share.**

INITIAL ISSUE. One Hundred (100) shares of the Capital Stock of the Corporation shall be issued for cash at a par value of One Dollar (\$1.00) per share.

DIVIDENDS. The Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholders, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

5. The initial street address in Florida of the Initial Principal Office of the Corporation is:

999 Ponce de Leon Blvd.  
Suite 1110  
Coral Gables, Florida 33134

The name of the initial registered agent is:

CARLOS A. TRIAY

Whose registered office is located at:

999 Ponce de Leon Blvd.  
Suite 1110  
Coral Gables, Florida 33134

The undersigned agrees to act as the registered agent for the Corporation for service of process pursuant to applicable Florida Statutes.

  
CARLOS A. TRIAY

6. The corporation shall have no directors. The business of the corporation shall be managed by the stockholders of the corporation in accordance with the Florida Statutes.

7. INITIAL OFFICERS: The Initial Officers of the Corporation are:

PRESIDENT, SECRETARY, TREASURER:

CARLOS A. TRIAY  
999 Ponce de Leon Blvd.  
Suite 1110  
Coral Gables, Florida 33134


8. The names and addresses of the Initial Incorporators and subscribers are as follows:

CARLOS A. TRIAY  
999 Ponce de Leon Blvd.  
Suite 1110  
Coral Gables, Florida 33134

9. The stockholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

10. The stockholders shall at the first meeting called for that purpose, adopt By-Laws not inconsistent with these Articles and which shall be for the government of the Corporation and subordinate to these Articles of Incorporation and the laws of the State of Florida and the United States.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed to these Articles of Incorporation at Coral Gables, Florida, on the 18 day of April, 1995.

  
CARLOS A. TRIAY

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, appeared CARLOS A. TRIAY, who is (are) to me known to be the person(s) described in and who subscribed to the above Articles of Incorporation, and (s)he did freely and voluntarily acknowledge before me according to law that (s)he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I (we) have hereunto set my (our) hands and my (our) official seal(s), at Coral Gables, Florida, in the said County and State, this \_\_\_\_ day of \_\_\_\_\_, 19\_\_.

\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following  
is submitted, in compliance with said Act:

First-That, **BEST FOR LESS, INC.**, desiring to organize under  
the laws of the State of Florida with its principal office, as  
indicated in the articles of incorporation at City of Miami, County  
of Dade, State of Florida, has named **CARLOS A. TRIAY**, located at  
999 Ponce de Leon Blvd., Suite 1110, City of Coral Gables, County  
of Dade, State of Florida, as its agent to accept service of  
process within this state.

ACKNOWLEDGEMENT

(Must be signed by designated agent)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate. I  
hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By:   
Signature of Registered Agent