

1201 HAYS STREET
TALLAHASSEE, FL 323
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9500040260

ACCOUNT NO. : 072100000032

REFERENCE : 602653 1056I

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : May 22, 1995

ORDER TIME : 10:19 AM

500001495525

ORDER NO. : 602653

CUSTOMER NO: 1056I

CUSTOMER: Ms. Elena Dieppa
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: BEST BARGAINS, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

T. BROWN MAY 22 1995

RECEIVED
95 MAY 22 PM 10:35
DIVISION OF CORPORATIONS SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION
OF
BEST BARGAINS, INC.

FILED
95 MAY 22 PM 1:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BEST BARGAINS, INC.

The address of the principle office of this corporation shall be 1869 S.W. 24 Terrace, Miami, Florida, 33145 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The initial registered agent for the corporation is Elena Dieppa and the mailing address is: 1869 S.W. 24 Terrace, Miami, Florida 33145.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Elena Dieppa
Director

1869 S.W. 24th Terrace
Miami, Florida 33145

ARTICLE VII. INDEMNIFICATION

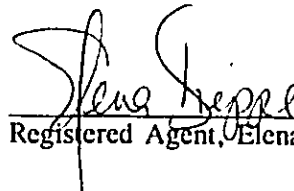
The corporation may indemnify any officer, director, employee, or agent or any officer, director, employee, or agent to the extent permitted by law.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

ELENA DIEPPA
1869 S.W. 24 Terrace
Miami, Florida 33145

HAVING BEEN NAMED to accept service of process for the above stated corporation at the place designated above, 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.

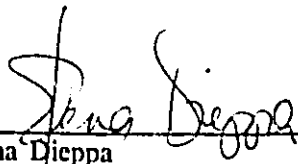


Registered Agent, Elena Dieppa

ARTICLE IX. DATE OF COMMENCEMENT

The effective date of this corporation is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Article of Incorporation, this 19th day of May, 1995.

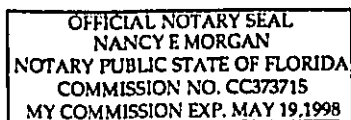

Elena Dieppa

State of Florida)

County of Dade)

Before Me, the undersigned authority, personally appeared Elena Dieppa, whom I know to be the persons who executed the foregoing Articles of Incorporation and she acknowledge before me that she executed the same, this 19th day of May, 1995.


NOTARY PUBLIC - State of Florida



Printed Name: Nancy Morgan