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(((H95000010029))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: 99 CENTS CLUB, INC.
FAX AUDIT NUMBER: H95000010029 CURRENT STATUS: REQUESTED
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TALLAHASSEE, FLORIDA
SEP 11 AM 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 CENTS CLUB, INC.
Articles of Incorporation
September 1995

Prepared by:
M. Joe Ismail
7855 NW 12th St. #206
Miami, FL 33126
(305) 594-9198

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ARTICLES OF INCORPORATION
of
99 CENTS CLUB, INC.

The undersigned subscriber to these Articles of Incorporation, in a natural person competent to contract and whom I hereby associate myself with to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be 99 CENTS CLUB, INC.

ARTICLE II

The corporation may engage in any lawful business, joint ventures, projects and any other business that is permissible under the laws of the United States and the State of Florida.

ARTICLE III

The authorized capital of this corporation shall consist of 1000 shares of common stocks of \$1.00 (one U.S. dollar) par value.

ARTICLE IV

The principal place of the corporation shall be as follows:

Mohammad N. Khan
2690 Sunset Drive, # 2-212
Lauderdale Lake, FL 33311

ARTICLE V

The initial registered agent and the incorporator for the corporation is:

Mohammad N. Khan
2690 Sunset Drive, # 2-212
Lauderdale Lake, FL 33311

ARTICLE VI

The corporation shall not have less than one director as provided by the by-laws. The number of directors may either be increased or decreased with the consent of all stockholders.

ARTICLE VII

The power to adopt, alter, amend or otherwise dissolve the corporation shall be vested to the Board of Directors.

SEP 11 1995
TALLAHASSEE
SECRETARY OF STATE
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ARTICLE VIII

The following shall constitute the first Board of Directors and the officers of the corporation.

Name	Address
Mohammad N. Khan (President/Sec.)	2690 Sunset Drive, #2-212 Lauderdale Lake, FL 33311
Abdul Rab Shah (VP/Treasurer)	2690 Sunset Drive, #2-212 Lauderdale Lake, FL 33311

ARTICLE IX

The private properties of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

ARTICLE X

Subject to the provisions and conditions of this article, the corporation shall have full power and lawful authority to accept properties, labor and services in lieu of payment of shares of its capital stocks at an appropriate evaluation to be fixed by the Board of Directors.

ARTICLE XI

The directors of the corporation may transact business, borrow, lend, deal, or contract with the corporation and with other person(s) competent and authorized to enter into contracts to full extent but only subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

ARTICLE XII

The corporation shall indemnify each director and officer of the corporation against all or any expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding in which they may be involved, by reason of them being or having been the director or officers of the corporation, to the fullest extent permitted by subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

ARTICLE XIII

The duration of the corporation shall be perpetual.

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STATE OF FLORIDA) SS
COUNTY OF)

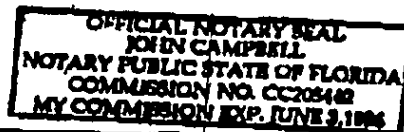
The undersigned authority, Mohammad N. Khan, in known to me to be the person who executed the foregoing Articles of Incorporation and whose signature appears below, has executed before me for the purpose of incorporating the corporation with the State of Florida.

SWORN TO AND SUBSCRIBED before me this 29
day of August, 1995, at Dunwoody, Dakota
(County) (City)
Florida.

ID: FDLAK500-554-69-4700

[Signature]
Signature
[Signature]
Notary Public

08-29-95
Date



My Commission expires 6.3.96

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
PROCESS MAY BE SERVED**

In pursuant to chapter 607.034 of the Florida Statutes, the following is submitted:

FIRST, that, 99 Cents Club, Inc., is desiring to incorporate under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, has named Mohammad N. Khan, as an agent to accept service of process within this state.

SECOND, having been named to accept service of process for the stated corporation, at the place designated in this certification, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of my duties.

[Signature]
Mohammad N. Khan
Registered Agent

08-29-95
Date

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