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MIAMI FL 33135-

TALLAHASSEE, FL 32308

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CONTACT: RAY STORMONT

PHONE: (305) 641-3894

FAX: (305) 641-3770

((H96000001309))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THRIFT AVENUE CONSIGNMENT, INC.

FAX AUDIT NUMBER: H96000001309

CURRENT STATUS: REQUESTED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

796A-3725

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ARTICLES OF INCORPORATION
OF
THRIFT AVENUE CONSIGNMENT, INC.

ARTICLE I - NAME

The name of the Corporation is THRIFT AVENUE CONSIGNMENT, INC.

ARTICLE II - DURATION

The date when the Corporation's existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, and are subsequently approved by the Secretary of State, and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved. The Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

Murray B. Shepard, Esq.
Shepard, Leskar & Levine, P.A.
409 S.E. 7th Street
Fort Lauderdale, FL 33301
(305) 467-8660
Florida Bar No. 359750

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ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1000) shares of \$1.00 Par Value Common stock.

ARTICLE V - PREEMPTIVE RIGHTS

After the initial issue of common stock of this Corporation, 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 of stock of this Corporation (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Shepard, Leskar & Levine, P.A., 409 S.E. 7th Street, Ft. Lauderdale, Florida 33301, and the name of the initial Registered Agent of this Corporation is Murray E. Shepard, Esq.

ARTICLE VII - FIRST BOARD OF DIRECTORS

This Corporation's first Board of Directors shall consist of One (1) Director. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than One (1). The name and address of the initial Board of Directors of this Corporation is:

JUDY KURINSKY
2490 N.W. 89 Drive
Coral Springs, Florida 33065

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ARTICLE VIII - CORPORATE ADDRESS

The initial address of the corporation shall be 3304 N.W. 33rd Street, Ft. Lauderdale, Florida 33308.

ARTICLE IX - INCORPORATOR

The name and address of the persons signing these Articles of Incorporation is:

JUDY KURINSKY
249th N.W. 89 Drive
Coral Springs, Florida 33065

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of January, 1996.

Judy Kurinsky
JUDY KURINSKY, Incorporator

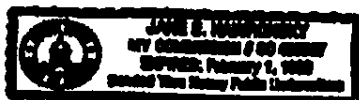
STATE OF FLORIDA :
COUNTY OF BROWARD :

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Judy Kurinsky, known to me to be the person who executed the foregoing Articles of Incorporation, and who produced D.B. as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 24th day of January, 1996.

My Commission Expires:

Jane E. Hawthorne
Notary Public State of Florida




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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for THRIPT AVENUE CONSIGNMENT, INC. as designated in the Articles of Incorporation, Murray E. Shepard, Esq., agrees to act in this capacity, and agrees to comply with the provisions of Section 40.091 relative to keeping open such office.

Date: January 24, 1996.


Murray E. Shepard, Esq.


STATE OF FLORIDA :
COUNTY OF BROWARD : ss:
:

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State of Florida and County set forth above, personally appeared Murray E. Shepard, Esq., known to me to be the person who accepted this designation as Registered Agent of the aforesaid corporation, and who is personally known to me or has produced (Personally Known) as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 24th day of January, 1996.

My Commission Expires:




Notary Public State of Florida
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TALLAHASSEE, FLORIDA

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