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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: EDWARDS CLOSEOUTS, INC.

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ARTICLES OF INCORPORATION
OF
EDWARDS CLOSEOUTS, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
IDENTIFICATION

The name of this corporation is EDWARDS CLOSEOUTS, INC. and its principal place of business is 1750 W. 39TH PLACE, SUITE 1001, HIALEAH, FLORIDA 33012.

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III
PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this corporation shall consist of 1000 Shares of Common Stock of One Dollar (\$1.00) per value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and her address is as follows: John Santoro, 10,000 N.W. 80th Court, Suite 2354 Hialeah, Florida 33012.

ARTICLE VI
BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than 7. The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) director(s). The names and address of the initial Directors are as follows:

NAME
CONCETTA EDWARDS

ADDRESS
1750 W. 39TH PLACE, SUITE 1001
HIALEAH, FLORIDA 33012

David F. Higgs, Esq.
9401 SW 103 Ave.
Miami, FL 33176
(305) 275-8249
FBN. 822884

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ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: CONCETTA EDWARDS, 1750 W. 39TH PLACE, SUITE 1001, MIAMI, FLORIDA 33112.

ARTICLE VIII

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

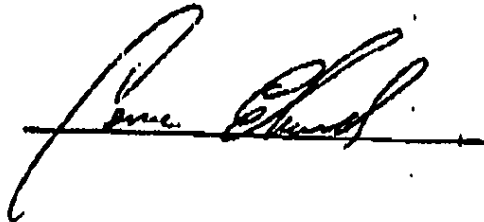
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5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Hialeah, Dade County, Florida, for the uses and purposes aforesaid this 16 day of Feb, 1996.



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**CERTIFICATE DESIGNATING 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, Florida Statutes, the following is submitted in compliance with said Act:

EDWARDS CLOSEOUTS 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 Hialeah, County of Dade, State of Florida has named John Santpro, as its agent, whose address is 10,000 N.W. 80th Court, Suite 2354, Hialeah, Florida 33012, to accept service of process within this state.

ACKNOWLEDGEMENT:

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 I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

By: 

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