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FAX: (904) 922-4000 PHONE: (305) 841-3894
FAX: (305) 841-3770

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NAME: LAUDERDALE USED CLOTHING & TEXTILE, INC.
FAX AUDIT NUMBER: H96000003813 CURRENT STATUS: REQUESTED
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LAUDERDALE USED CLOTHING & TEXTILE, INC.

Articles of Incorporation
March 1996

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

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RECEIVED
MAR 14 1996
MAR 10

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ARTICLES OF CORPORATION
OF
LAUDERDALE USED CLOTHING & TEXTILE, INC.

The Undersigned subscriber to these Articles of Incorporation, is 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 LAUDERDALE USED CLOTHING & TEXTILE, 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 Dollars) par value.

ARTICLE IV

The principal place of the corporation shall be as follows:

13313 N.W. 11th Drive
Sunrise, FL 33323

ARTICLE V

The initial registered agent and the incorporator for the corporation

Mohammad S. Yagoob
13313 N.W. 11th Drive
Sunrise, FL 33323

ARTICLE VI

The corporation shall not have less than one director as provided by the by-laws. The number of the directors 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.

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ARTICLE VIII

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

Name	Address
Mohammad S. Yaqoob (President/Sec.)	13313 NW 11th Drive Sunrise, FL 33323
Noman M. Yousuf (Vice Pres./Treas.)	13313 NW 11th Avenue Sunrise, FL 33323

ARTICLE IX

The private property 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 stock 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 the 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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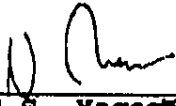
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICES OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
PROCESS MAY BE SERVED**

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

First, that, LAURELDALE USED CLOTHING & TEXTILES, Inc., is desiring to incorporate under the laws of the State of Florida, with its principal offices, as indicated in the articles of incorporation, has named Mohammad S. Yaqoob, as an agent to accept services of process with 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.



Mohammad S. Yaqoob/
Registered Agent/
Incorporator

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