

P960000 32730

ATLANTIC CITY SUBSHOPS OF FLORIDA, INC.

2200 WEST COMMERCIAL BOULEVARD

SUITE 201-A

FORT LAUDERDALE, FLORIDA 33309

954-485-2323

SECRET
04/09/96 11:11 AM
***122.50 ***122.50

April 8, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida

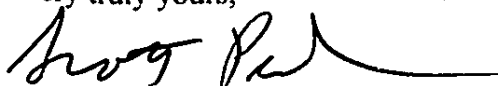
Re: Articles of Incorporation
ATLANTIC CITY SUBSHOPS OF FLORIDA, INC.

Gentlemen:

Enclosed herewith are two (2) executed copies of the Articles of Incorporation of ATLANTIC CITY SUBSHOPS OF FLORIDA, INC., along with a check in the amount of \$122.50. Please return the certified copy to my attention.

If there are any questions, please call.

Very truly yours,


Scott L. Perlman

DMC
4/16/96

FILED
96 APR -9 AM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ATLANTIC CITY SUBSHOPS OF FLORIDA, INC.**

FILED

96 APR -9 AM 4:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is ATLANTIC CITY SUBSHOPS OF FLORIDA, INC. and its address is Suite 201-A, 2200 W. Commercial Blvd., Fort Lauderdale, Florida 33309.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purposes

The general purposes for which the corporation is organized are:

- (1) To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be of a single class, and shall have no par value.

Article V

Registered Office and Agent

The street address of the initial registered office of the corporation is Suite 201-A, 2200 W. Commercial Blvd., Florida 33309 and the name of its initial registered agent at such address is Scott L. Perlman.

ARTICLE VI
Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the by-laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors is:

Scott L. Perlman
2200 W. Commercial Boulevard
Suite 201-A
Fort Lauderdale, Florida 33309

ARTICLE VII
Officers

The officers constituting the officers of the corporations shall be determined in accordance with the by-laws, but shall not be less than a president and a secretary. The initial officers are:

Scott L. Perlman, President and Secretary

ARTICLE VIII
Incorporator

Scott L. Perlman
2200 W. Commercial Boulevard
Suite 201-A
Fort Lauderdale, Florida 33309

ARTICLE IX
Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

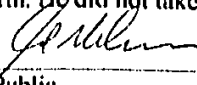
Executed by the undersigned on the 8th day of April, 1996


Scott L. Perlman

STATE OF FLORIDA)
COUNTY OF DeKalb)ss

BEFORE ME, personally appeared Scott L. Perlman, to me well known to be the person described herein who produced a Florida Driver's license as identification and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He did not take an oath.

My commission expires: 9-14-98

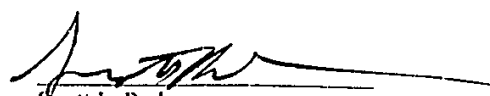

Notary Public
State of Florida



RODDY MARC NALVEN
My Commission CC40715A
Expires Sep. 14, 1998
Bonded by HAI
N/A-422-1558

Acknowledgement of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Scott L. Perlman