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FILED  
MAY 30 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 12, 1996

100001844941  
-05/30/96--01096--007  
\*\*\*\*122.50 \*\*\*\*122.50

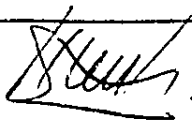
Secretary of State  
Corporation Division  
State of Florida  
Tallahassee, Florida 32304

Gentlemen:

Enclosed herewith are the Articles of Incorporation together with a copy of said Articles for PRICE ADVANTAGE, INC. and our check in the amount of \$122.50 as follows:

Filing	\$35.00
Registered Agent	35.00
Certified copy	52.50
Total	<u>\$122.50</u> =====

Respectfully submitted:

  
NEIL RUIZ

6/5/96  
TD

ARTICLES OF INCORPORATION  
OF  
PRICE ADVANTAGE, INC.

FILED  
JAN 30 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator (s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt (s) the following Articles fo Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

PRICE ADVANTAGE, INC.

ARTICLE II PRINCIPAL OFFICE

The princiolpal place of business and mailing address of this corporation shall be:

4417 N.W. 92ND. AVENUE  
SUNRISE, FLORIDA 33351

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ONR HUNDRED SHARES (100) \$1.00 PAR VALUE.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

NADIN RUIZ  
4417 N.W. 92ND. AVENUE  
SUNRISE, FL. 33351

ARTICLE V INCORPORATOR(S)

The name (s) and address(es) of the incorporator(s) to these Articles of Incorporation is(are):

NADIN RUIZ  
4417 N.W. 92ND. AVE.  
SUNRISE, FL., 33351

ARTICLE VI DIRECTORS

NADIN RUIZ  
4417 N.W. 92ND. AVE.  
SUNRISE, FLORIDA 33351

## ARTICLE VII NATURE OF BUSINESS

The general Nature of the Business to be transacted is as follows:

SECTION A: To export from and import into the U.S. and its territories and possessions and any and all foreign countries, as principal or Agents, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind of nature for exportation from and importation into the U.S. to and from all foreign countries thereto, and for exportation from and importation into any foreign country to and from any other foreign country thereto, and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets and to do a general foreign and domestic importing and exportin business, and any legal transaction.

SECTION B: That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible and choses in action either as owner, broker, agent or factor.

SECTION C: In the purchase or acquisition of property, business rights of franchise, or for additional working capital, or for any other object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

SECTION D: To engage in the sales and commission business in the representation of factories, wholesalers and business wich require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United states of America.

SECTION E: Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

The undersigned has (have) executed these Articles of Incorporation  
this 12 day of May, 1996.



*President*

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Signature/Title

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Signature/Title

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Signature/Title


CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida:


1. The name of the corporation is: PRICE ADVANTAGE, INC.
2. The name and registered agent and office is:

NADIN RUIZ  
4417 N.W. 92ND. AVENUE  
SUNRISE, FLORIDA 33351

FILED  
MAY 30 AM 11:40  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

Signature   
Title President  
Date 4-11-96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature \_\_\_\_\_  
Date 4-11-96