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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CLOSEOUT DISTRIBUTORY CORP.
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ARTICLES OF INCORPORATION
OF
CLOSEOUT DISTRIBUTORS CORP.

The undersigned subscriber to these Articles of Incorporation, the natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be:
CLOSEOUT DISTRIBUTORS CORP.

ARTICLE II

PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

A) Any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a nominal of par value of One Dollar (\$1.00) per share. The amount to be paid for each share shall be fixed by the board of director, but in no event shall be less than \$1.00. In all events, the corporation may be paid in dollars, goods or services as provided in the By-Laws.

Mauro C. Santos, Esq.
25 SE. 2nd Avenue #1235
Miami, FL 33131 FBN. 514759
(305) 371. 5252

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ARTICLE IV

TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is more than One Thousand Dollars (\$1,000.00).

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation is:

124 S.E. 1st Street
Miami, Florida 33131

The Board of Directors may from time to time move the principal offices to any other address.

ARTICLE VII

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the corporation shall be Mauro C. Santos, and the registered office shall be located at Ingraham Building, 25 S.E. Second Avenue, Suite 1235, Miami, Florida 33131, or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State.

ARTICLE VIII

SUBSCRIBER

The name and street of the subscriber of the Articles of Incorporation:

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NAME

ADDRESS

MAURO C. SANTOS

**25 S.W. 2nd Avenue, Suite 1235
Miami, Florida 33131**

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The corporation shall, from time to time determine whether and to what extent and at what times and places and under what condition and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspection any account, book or documents of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or the Board of Directors.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

ARTICLE XI

AMENDMENTS

These articles of Incorporation may be amended in the manner provided in the By-Laws. Every Amendment shall be approved by the

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Board of Directors, proposed by them to the stockholder's meeting by majority of the stock entitled to vote thereon, unless all the Directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

In Witness Whereof, I have hereunto set my hand and seal at Miami, Dade County, Florida this 6th day of JULY, 1996.

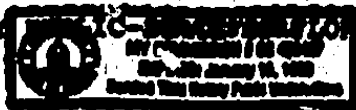

MAURO C. SANTOS

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 6th day of July, 1996, by MAURO C. SANTOS, who personally appeared before me at the time of notarisation.

NOTARY PUBLIC - FLORIDA:



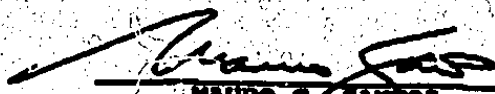
Sign: Maria A. D'Angelo

Print: MARIA A. D'ANGELO

Personally Known ☒ OR Produced Identification
Type of Identification Produced:

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept services or process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


MAURO C. SANTOS

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