

7/10/96

FLORIDA DIVISION OF CORPORATIONS

1:37 PM

((H96000009569)))

PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS

RECEIVED FAXING COVER SHEET

FROM: ACE INDUSTRIES, INC.

DEPARTMENT OF STATE

54 NW 11TH ST

STATE OF FLORIDA

401 EAST BAYVIEW STREET

MIAMI FL 33174 21970000-

TALLAHASSEE FL 32399

CONTACT: LYNN FRIEDMAN

FAX: (904) 922-4050

PHONE: (305) 358-2871

FAX: (305) 358-7832

((H96000009569)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: HAPPY DOLLAR DISCOUNT, INC.

FAX AUDIT NUMBER: H96000009569

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/10/1996

TIME REQUESTED: 13:39:49

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000009569)))

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

Online

[Handwritten signature]

FILED
96 JUL 10 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JUL 10 PM 3:01
DIVISION OF CORPORATIONS

H96-09569

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 JUN 10 PM 5 02

FILED

ARTICLES OF INCORPORATION
OF
HAPPY DOLLAR DISCOUNT, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:
HAPPY DOLLAR DISCOUNT, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of general merchandise discount store, wholesale, retail, import and export as well as distributor and all other lawful activities of business permitted under the laws of the State of Florida and of the United States of America.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: Five Hundred Shares at one dollar value.

ARTICLE V

This corporation shall begin business with no less than -- Five Hundred Dollars (\$500.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 805 Palm Avenue, Hialeah, Florida 33010.

H96-09569
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571

H96-09569

ARTICLE VII

The name and address of the initial Registered Office of --
this corporation in the State of Florida is:

Arnaldo Cabrera
11101 S.W. 37 Street
Miami, Florida 33165

ARTICLE VIII

The business of the corporation shall be managed by a Board
of Directors. The number of Directors, no less than one, no
more than five and shall be fixed by resolution of the ----
stockholders at regular or special meetings, subject to the
manner of holding such meetings prescribed by the by-laws.

ARTICLE IX

The name and post office address of the members of the Board
of Directors who shall serve as members thereof, are as ----
follows:

NAME	OFFICE	ADDRESS
Arnaldo Cabrera	President and Secretary	11101 S.W. 37 Street Miami, Florida 33165

ARTICLE X

Distribution to incorporators is as follows:

Arnaldo Cabrera	500 Shares	\$ 500.00 Value
-----------------	------------	-----------------

ARTICLE XI

Each stockholder before offering to sell or otherwise dispose
of the stock of this corporation, owned by him first offer --
such stock to the remaining stockholders of this corporation
and obtaining their refusal to purchase same, proceed to sell
at the fair market value thereof.

495-09569

H96-09569

ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 51% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and -- additional powers now conferred upon it by the laws and the -- by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 14th Day of June 1996.


Arnaldo Cabrera-Incorporator

STATE OF FLORIDA)

COUNTY OF DADE)

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared --- ARNALDO CABRERA -----

who after first being duly sworn, executed the foregoing --- ARTICLES OF INCORPORATION, freely and voluntarily for the --- purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official seal at Miami, said County and State, this 14th Day of June 1996.


NOTARY PUBLIC, State of Florida at large.



OFFICIAL NOTARY SEAL
JOSE C. JIMENEZ
COMMISSION NO. 0017488
MY COMMISSION EXPIRES OCT. 31, 1998

H96-09569

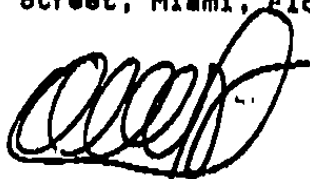
H96-09569

CERTIFICATE OF DESIGNATION
REGISTERED AGENT-REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

The name of the Corporation is Happy Dollar Discount, Inc.

The name and address of the Registered Agent and office is
Arnaldo Cabrera, 11101 S.W. 37 Street, Miami, Florida 33165.



Corporate Officer

Title: President

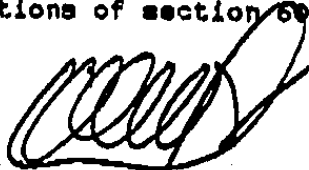
Dated: June 14, 1996.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUL 10 PM 5:02

FILED

Having been named to accept service of process for the above
stated corporation, at the place designated in this certifi-
cate, I hereby agree to act in this capacity, and further --
agree, to comply with the provisions of all statutes relative
to the proper and complete performance of my duties; and --
accept the duties and obligations of section 607.325,, Flori-
da Statutes.



Arnaldo Cabrera, Registered Agent

H96-09569