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TALLAHASSEE, FLORIDA

June 27, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900001884389
-07/05/96--01011-009
****122.50 ****122.50

RE: Miami Merchandise Liquidators Corporation

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$ 122.50 covering the fees for filing a profit corporation.

If there are any questions, please do not hesitate to contact the undersigned directly.

Sincerely,



Jose F. Seara
7080 S.W. 156 Court
Miami, Florida 33193

JFS/ss

W96-14223

621

7/8/96
JFS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

July 8, 1996

JOSE F. SEARA
7080 SW 156TH COURT
MIAMI, FL 33193

SUBJECT: MIAMI MERCHANDISE LIQUIDATORS CORPORATION
Ref. Number: W96000014223

We have received your document for MIAMI MERCHANDISE LIQUIDATORS CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 396A00033139

**ARTICLES OF INCORPORATION
OF
Miami Merchandise Liquidators Corporation**

FIRST: The name of this Corporation is: Miami Merchandise Liquidators Corporation.

SECOND: This Corporation is organized for the purpose of engage in any activity of business permitted under the laws of the United States of America and of the State of Florida

THIRD: This Corporation is authorized to issue shares of common stock, par value \$1.00 per share.

FOURTH: The street address of the initial registered office of this Corporation is: 7080 S.W. 156 Court, Miami, Florida 33193; and the name of the initial registered agent of this Corporation at that address is: Jose F. Seara.

FIFTH: This Corporation shall have two directors initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than two. The name and address of the initial directors of this Corporation are:

Jose F. Seara, 7080 S.W. 156 Court, Miami, Florida 33193

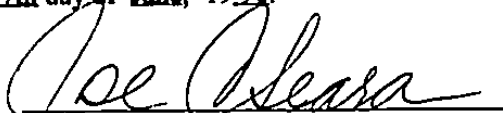
Fernando Toro, 10008 W. Flagler Street, #153, Miami, Florida 33174

SIXTH: The name and address of the incorporator of this Corporation is: Jose F. Seara, 7080 S.W. 156 Court, Miami, Florida 33193

SEVENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposes by them to the Stockholders meeting by two thirds of the stock entitle to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

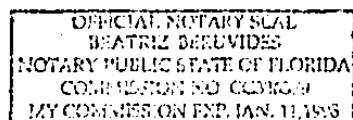
EIGHTH: The principal office address and registered office address is: 7080 S.W. 156th Court, Miami, Florida 33193.

IN WITNESS WHEREOF, the undersigned subscriber, who is personally known to me, has executed these Articles of Incorporation this 27th day of June, 1996.


Jose F. Seara, INCORPORATOR


Notary Public, State of Florida
Beatriz Beruvides

My Commission expires:



STATE OF FLORIDA)
) ss
COUNTY OF DADE)

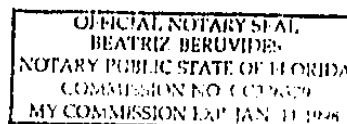
I HEREBY CERTIFY that on this day personally appeared before me, **Jose F. Seara**, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and has acknowledge before me that he executed the same freely and willingly for the uses and purposes therein expressed.

Sworn to and subscribed before me this 27 day of June, 1996, by **Jose F. Seara**, who is personally known to me.



Notary Public, State of Florida
Beatriz Beruvides

My Commission expires:



**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.



Jose F. Seara