

# D96000061938

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420 LINCOLN ROAD  
SUITE 600  
MIAMI BEACH, FLORIDA 33139

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION

OF

HALF PRICE CITY, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be  
  
HALF PRICE CITY, INC.

ARTICLE II  
DURATION

This corporation is to have perpetual existence.

ARTICLE III  
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue five hundred (500) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE V  
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

420 Lincoln Road, Suite 600  
Miami Beach, Florida 33139

ARTICLE VI  
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

CHARLES L. NEUSTEIN, ESQ.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Director(s) initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
MARVIN H. BERGER	1965 S. Ocean Drive, #5C Hallandale, Florida 33009

ARTICLE VIII  
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

<u>NAME(S)</u>	<u>ADDRESS(ES)</u>
MARVIN H. BERGER	1965 S. Ocean Drive, #5C Hallandale, Florida 33009

**ARTICLE IX**  
**AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**  
**INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

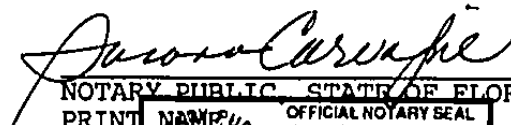
IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

  
MARVIN H. BERGER

STATE OF FLORIDA     )  
                              )    ss  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared MARVIN H. BERGER, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he subscribed to said Articles of Incorporation, after having produced drivers license, as identification.

WITNESS my hand and seal this 18 day of July, 1996.

  
NOTARY PUBLIC, STATE OF FLORIDA  
PRINT NAME: SUSANA CARVAJAL  
COMMISSION NO.: COMMISSION NUMBER  
GC566797  
MY COMMISSION EXPIRES  
JUNE 26, 2000

**REGISTERED AGENT CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That HALF PRICE CITY, INC. desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami

Beach, County of Dade, State of Florida, has named CHARLES L. NEUSTEIN, ESQ. located at 420 Lincoln Road, Suite 600, Miami Beach, Florida 33139, as its registered agent to accept service of process.

**ACKNOWLEDGEMENT**

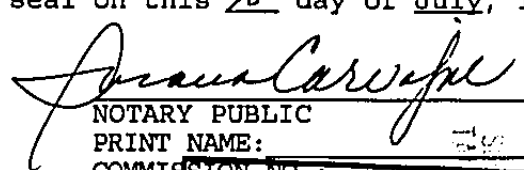
Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
CHARLES L. NEUSTEIN, ESQ.

STATE OF FLORIDA       )  
                              ) ss  
COUNTY OF DADE       )

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared CHARLES L. NEUSTEIN, ESQ. to me well known to be the person described in and who executed the Registered Agent Certificate, after having produced a drivers license as identification.

WITNESS my hand and seal on this 18 day of July, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC  
PRINT NAME:  
COMMISSION NO.

