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August 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
The Capitol Building
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: SANTA MARIA DOLLAR STORE, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced Corporation. Also enclosed is our check in the amount of \$122.50 to cover the incorporation fee.

Please be advised that I have checked availability of this corporate name and since it was available, it has been reserved. For this reason I am not submitting any alternate choices for this corporation.

Please return the certified copy of these articles to the undersigned as soon as possible.

Very truly yours,

Miriam C. Blanco
Miriam C. Blanco
F&M Services Unlimited
4297 S.W. 148th Ave.
Miami, Florida 33185

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-1396
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ARTICLES OF INCORPORATION
OF
SANTA MARIA DOLLAR STORE, INC.
a Florida Corporation

THE UNDERSIGNED, has executed the following document as Incorporator of the above named Corporation, a corporation organized under the laws of the State of Florida, and all rights and duties and obligations of the undersigned as Incorporator, and with the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be

SANTA MARIA DOLLAR STORE, INC.

ARTICLE II

This Corporation shall commence existence upon the filling of these Articles of Incorporation by the Department of State of the State of Florida, and shall have perpetual existence.

ARTICLE III

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

13353 N.W. 5TH TERRACE
Miami, Florida 33182

ARTICLE IV

The general nature of the business and object and purpose proposed to be transacted and carried on by this Corporation are to do any and all of the things herein mentioned as fully and to the same extent as a natural person might do, viz:

1. Transact any and all lawful business.
2. Said Corporation shall further have powers
 - To have perpetual succession by its corporate name;
 - To sue and to be sued, complain, and defend in its corporate name in all actions or proceedings;
 - To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
 - To purchase, take receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
 - To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer, and otherwise dispose of all or any part of its property and assets;

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- To lend money to and use its credit to assist, its officers and employees in accordance with Florida Statute Section S607.141;
- To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- To make contracts and guarantees and incur liabilities, borrow money such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and any of its property, franchise, and income;
- To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
- To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation;
- To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state from the administration;
- To make donations for the public welfare or for charitable, scientific, or educational purposes;
- To transact any and all lawful business which the Board of Directors shall find will be in aid of governmental policy;
- To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries;
- To be a promoter, incorporator, partner, member associate or manager of any corporation, partnership, joint venture, trust or other enterprise;
- To have and exercise all power necessary or convenient to effect its purposes;
- To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation of the full extent as permitted by Florida Statute # S607-014.

ARTICLE V

The aggregate numbers of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00, and shall be divided as follows:

Ricardo A. Luna	80 Shares
Gustavo A. Luna	20 Shares

With a total of 100 shares.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this Corporation shall be:

Ricardo A. Luna
13353 N.W. 5th Terrace.
Miami, Florida 33182

ARTICLE VII

The initial Board of Directors shall consist of total of three persons and the name and address of the persons who are to serve as initial directors are:

Ricardo A. Luna
13353 N.W. 5th Terrace.
MIAMI, FLORIDA 33182

PRESIDENT

Gustavo A. Luna
965 N.W. 128th Place
Miami, Florida 33182

Vice-President

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Ricardo A. Luna
13353 N.W. 5th Terrace.
MIAMI, FLORIDA 33182
(305) 220-4865

The undersigned has executed these Articles of Incorporation this 1st day of August, 1996.



Ricardo A. Luna - President

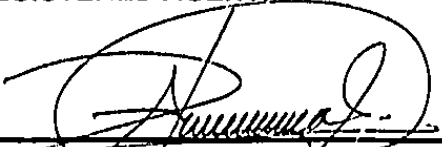
Gustavo A. Luna - Vice President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statute, 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.

First that Santa Maria Dollar Store, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the articles of incorporation has named Ricardo A. Luna as the registered agent and 13353 NW 5TH Terrace, Miami, Florida, County of Dade as its registered office who and where it shall accept service of process within this State.

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



Ricardo A. Luna Registered Agent

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