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THOMAS GREGORY ALBERTS
ATTORNEY AT LAW

4TH FLOOR
777 ARTHUR GODFREY ROAD
MIAMI BEACH, FLORIDA 33140

(305) 673-3979
GENERAL PRACTICE

August 20, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SMART CLOSEOUTS, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation.

Please endorse your approval of these Articles of Incorporation on the enclosed copy, certify and return same to the undersigned.

I am enclosing a check payable to your order as follows:

Filing fees: \$35.00

Registered agent fees: \$35.00

Certification fees: \$52.50

Total.....\$122.50

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Thank you for your courtesy and prompt attention to this matter.

Very truly yours,

LAW OFFICES OF THOMAS GREGORY ALBERTS


THOMAS GREGORY ALBERTS

enclosures

cc: Mr. John Nicoletti

TGA/mem

FILED
95 AUG 22 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8.26.96
KR

ARTICLES OF INCORPORATION

OF

SMART CLOSEOUTS, INC.

FILED
JAN 22 1993
CLERK
STATE
FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, hereby files these Articles of Incorporation in order to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be: SMART CLOSEOUTS, INC. The principal office and mailing address of the corporation shall be:

1905 North Atlantic Blvd., Apt. THA
Fort Lauderdale, FL 33304

ARTICLE II

Powers

I. The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to comply with Chapter 607, Florida Statutes. To this end the Corporation shall have the following powers:

A. To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust, or otherwise dispose of all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment of performance of its obligations.

B. To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

C. To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

D. To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

ARTICLE III

Shares

The Corporation shall be authorized to create and issue One Thousand Shares of Common Stock.

ARTICLE IV

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| Thomas G. Alberts, Esq. | 777 Arthur Godfrey Rd., 4th Floor Miami Beach, FL 33140 |

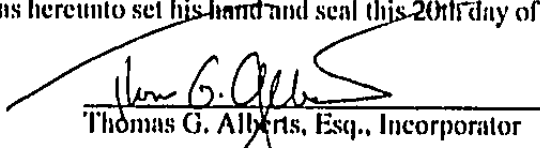
ARTICLE VI

Registered Agent and Office

The street address of the corporation's initial registered office and the name of its initial registered agent shall be:

- 1) 777 Arthur Godfrey Rd., 4th Floor
Miami Beach, FL 33140
- 2) Thomas G. Alberts, Esq.

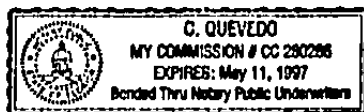
IN WITNESS WHEREOF, the undersigned, being the original incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 20th day of August, 1996.


Thomas G. Alberts, Esq., Incorporator

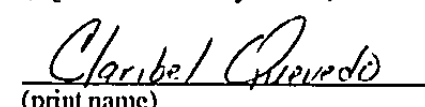
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned Notary Public of the State of Florida, Thomas G. Alberts, Esq., the initial incorporator of the above referenced corporation, whose name is subscribed to the herein two page instrument, and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 20th day of August, 1996.




(signature of Notary Public)


(print name)

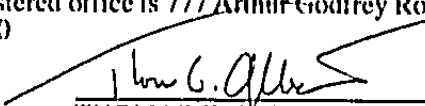
Produced identification as follows: Personally Known/or Personally Known
Did take an oath.

(Seal)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is SMART CLOSEOUTS, INC.
2. The name of the registered agent is Thomas G. Alberts, Esq.
3. The address of the registered office is 777 Arthur Godfrey Road, 4th Floor, Miami Beach, FL 33140


THOMAS G. ALBERTS, ESQ., as initial
Incorporator of Smart Closeouts, Inc.

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I 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.


THOMAS G. ALBERTS, ESQ.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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