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9/19/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOSEPH C RODRIGUEZ

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NAME: CHEN-A-SUNLAWER-SPORTS-BOUNDS-INC.

DOLLAR SHIPPERS INC.

AUDIT NUMBER.....H96000013197

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES.....4

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196A-4369
9/23/96

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**Articles of Incorporation
of
Dollar Shoppes Inc.**

EFFECTIVE DATE
9/20/96

Article I. Name

The name of this Florida corporation is:
Dollar Shoppes Inc.

Article II. Address

The mailing address of the Corporation is:
Dollar Shoppes Inc.
10390 Peachtree Circle
Palm Beach Gardens FL 33418

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Ragotham Reddy
10390 Peachtree Circle
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Ragotham Reddy

Article VI. Incorporator

The name and address of the incorporator is:

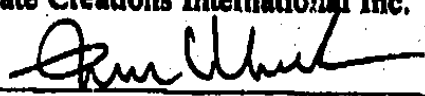
Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective September 20, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on September 20, 1996

Corporate Creations International Inc.

By: 

Luis A. Uriarte Vice President

H86000013197

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Dollar Shoppes Inc.

REGISTERED AGENT:
Ragotham Reddy
10390 Peachtree Circle
Palm Beach Gardens FL 33418

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

R. Reddy
Ragotham Reddy

Date: 9/20/96

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Miami Beach FL 33139-8829
(305) 672-0886

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