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MELVIN J. WITTE
ATTORNEY AT LAW
TIMES SQUARE BUILDING F
3038 N. FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33306

PHONE (954) 566-3848

November 14, 1996

New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700002008047--2
-11/19/96--01103--014
****131.25 ****131.25

Re: A.M. TO P.M. DISCOUNT STORE, INC.

Gentlemen/ladies:

Enclosed are the following:

1. Two executed originals of the Articles of Incorporation of A.M. TO P.M. DISCOUNT STORE, INC. (Both of the above are subscribed and acknowledged by BHUPENDRAKUMAR C. PATEL, the incorporator, who has also signed the acceptance as resident agent.)
2. My Trust Account check No. 2847, dated this date and payable to the order of Secretary of State, State of Florida, in amount of \$131.25, to cover the following:

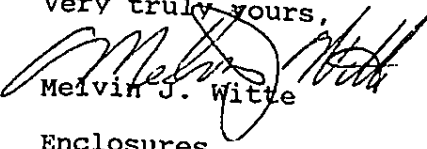
Filing fee	\$ 35.00
Resident agent designation fee	35.00
Certified copy fee	52.50
Certificate of Status fee	8.75
Total	\$131.25

Please send the certified copy of the Articles, and the Certificate of Status, to me. If there is a question concerning this mailing please direct it to me by phone, COLLECT if procedures require.

PLEASE NOTE THAT THE ARTICLES PROVIDE THAT THE CORPORATION SHALL BE DEEMED TO COMMENCE ITS EXISTENCE ON NOVEMBER 14, 1996.

Thank you for your cooperation.

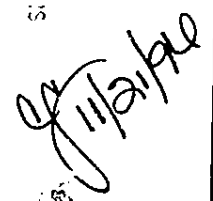
Very truly yours,


Melvin J. Witte

Enclosures

cc: Bhupendrakumar C. Patel

RECEIVED
NOV 15 1996
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



EFFECTIVE DATE

11/14/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 NOV 18 PM 12:11

ARTICLES OF INCORPORATION
OF
A.M. TO P.M. DISCOUNT STORE, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation.

ARTICLE ONE

The name of the corporation is A.M. TO P.M. DISCOUNT STORE, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation has the authority to issue is ten thousand (10,000), all of which shall be common shares with par value of one dollar (\$1.00) per share.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 1675 N.W. 13th Street, Apartment 207, Boca Raton, Florida 33486, and the name of the initial registered agent at such address is BHUPENDRAKUMAR C. PATEL. The foregoing is also the street address of the initial principal office of the corporation as well as its mailing address.

ARTICLE SIX

The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors.

ARTICLE SEVEN

The name and address of the incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
BHUPENDRAKUMAR C. PATEL	1675 N.W. 13th Street, Apt. 207 Boca Raton, FL 33486

ARTICLE EIGHT

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to

subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE NINE

The corporation shall be deemed to commence its existence on November 14, 1996.

IN WITNESS WHEREOF, I have subscribed my name this 14th day of November, 1996.

Bhupendrakumar C Patel
Bhupendrakumar C. Patel
Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 14th day of November _____, 1996, by BHUPENDRAKUMAR C. PATEL, whom I identified by Florida Drivers License.



Melvin J. Witte
MY COMMISSION # 00870038 EXPIRES
August 7, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Melvin J. Witte
Notary Public, State of Florida
MELVIN J. WITTE
My Commission Expires:

August 7, 2000

FILED
RECORDS & STATE
CIVIL SERVICE DIVISIONS

93 NOV 18 PM 12:15

I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

Bhupendrakumar C. Patel

Bhupendrakumar C. Patel
Registered Agent

Date: November 14, 1996