

**CORPORATE
ACCESS,
INC.**


P96000104549

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) BARGAIN Boxx, Inc
(CORPORATE NAME & DOCUMENT #)

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12/31/96-D1077-024
\$11122.50 \$11122.50

2.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

9.) _____
(CORPORATE NAME & DOCUMENT #)

10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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tu 12/31/96

ARTICLE OF INCORPORATION
OF
BARGAIN BOXX, INC.

FILED
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ARTICLE I
Name

The name of the corporation and its principle business address:

BARGAIN BOXX, INC.
9185 Rodeo Drive
Lake Worth, Florida 33467

ARTICLE II
Duration

This corporation shall have perpetual existence.

ARTICLE II
Purpose

This corporation is organized for the transaction of any and all lawful business as allowed under the laws of the State of Florida with respect to corporations. as those laws now exist or as they may hereafter provide.

ARTICLE IV
Capital Stock

This organization is authorized to issue 1000 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V
Initial Registered Office and Agent

The street of the initial registered office of this corporation is 9185 Rodeo Drive Lake Worth, Florida 33467 and the name of the initial registered agent of this corporation is BARBARA FUNK.

ARTICLE X
Bylaws

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provided such bylaws is not subject to amendment or repeal by the directors.

ARTICLE XI
Beginning of Corporate Existence

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of December, 1996.

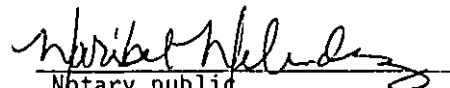

BARBARA FUNK

STATE OF FLORIDA
COUNTY OF PALM BEACH

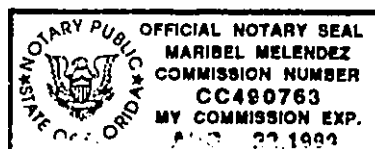
BEFORE ME, the undersigned authority, on this day personally appeared BARBARA FUNK who executed the foregoing instrument in his personal or authorized representative capacity indicated above, and

(☒) who is personally known to me, or
() who did not take an oath

WITNESS my hand and official seal in the county and state last aforesaid, this 30th day of December, 1996.


Notary public

Maribel Melendez
Name of notary printed:



ARTICLE VI
Incorporators

The name and address of the person signing these articles is

BARBARA FUNK
9185 Rodeo Drive
Lake Worth Florida 33467

ARTICLE VII
Powers

The corporation shall have all of the corporate powers enumerated in Florida Statutes Section 607.0302.

ARTICLE VIII
Indemnification

This corporation shall to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented. indemnify any and all persons who it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in her official capacity and as to continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the hers executors and administrators of such a person.

ARTICLE IX
Amendment

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 shareholder(s) is subject to this reservation.

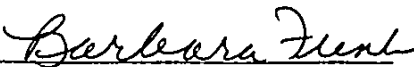
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

Bargain boxx. inc., is desiring to organize under the laws of the State of Floirda. with its principal office. as indicated in the Articles of Incorporation. has named Barbara Funk. at 9185 Rodeo Drive. Lake Worth, Florida 33467. as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having heen named to accept service of process for the above state 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 open said office.



Barbara Funk
Registered Agent

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96 DEC 31 PM 2:39
CLERK OF DISTRICT COURT
NORTH DAKOTA