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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

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NAME: B & T BARGAINS, INC.

AUDIT NUMBER.....H97000003336

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

CERT. OF STATUS..0

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H97-3336

ARTICLES OF INCORPORATION

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Article 1: Name of Corporation B & Y BARGAINS, INC.
Address of Corporation 6019 NORTHWEST 6th COURT
MIAMI, FLORIDA 33127

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED OFFICE: ROSE M. NOEL
and 6019 NORTHWEST 6th COURT
REGISTERED AGENT: MIAMI, FLORIDA 33127

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

Rose M. Noel 2/25/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Secretary/Additional Directors.

1. ROSE M. NOEL
6019 NORTHWEST 6th COURT
MIAMI, FLORIDA 33127

Article 5: The Name and Address of the INCORPORATOR is:

ROSE M. NOEL
6019 NORTHWEST 6th COURT
MIAMI, FLORIDA 33127

In witness whereof I have subscribed my name Rose M. Noel
Signature of Incorporator
ROSE M. NOEL

H97-3336
Prepared by:

ICE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
305-358-2571