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CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: FLAGLER/DOLLAR STORE, INC,  
Discount

AUDIT NUMBER.....H97000004199

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

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 12, 1997

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SUBJECT: FLAGLER/DOLLAR STORE, INC.  
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CONFLICTS WITH FLAGLER DOLLAR STORE, INC, P94000081335, FILED 11/03/94, MIAMI, FL

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Dana Calloway  
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ARTICLES OF CORPORATION  
OF

FLAGLER DISCOUNT DOLLAR STORE, INC.

The Undersigned subscriber to theses Articles of Incorporation, is a natural person competent to contract and whom I hereby associate myself with to form a corporation under the laws of the state of Florida.

ARTICLE I

The Name of this corporation shall be

FLAGLER DISCOUNT DOLLAR STORE, INC.

ARTICLE II

The Corporation may engage in any lawful business, joint ventures, projects and any other business that is permissible under the laws of the United States and the State of Florida.

ARTICLE III

The authorized capital of this Corporation shall Consist of 1000 shares of common stocks of \$ 1.00 (one U.S Dollars) par value.

ARTICLE IV

The principal place of the corporation shall be as follows

1235 W. Flagler Street  
Miami, Florida 33135

ARTICLE V

The initial registered agent and the incorporator for the corporation:

Akbar Charania  
1235 W. Flagler Street  
Miami, FL 33135

ARTICLE VI

The corporation shall not have less than one director as provided by the by-laws. The number of the directors either be increased or decreased with the consent of all stockholders

ARTICLE VII

The power to adopt, alter, amend or otherwise dissolve the corporation shall be vested to the Board of Directors.

**M. JOE ISMAIL, CPA**

7855 N.W. 12th STREET  
SUITE # 206

MIAMI, FLORIDA 33126

(305) 594-9197

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ARTICLE VIII

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The following shall constitute the first Board of Directors and the officers of the corporation.

| Name                  | Address                  |
|-----------------------|--------------------------|
| -----                 | -----                    |
| Akbar Charania        | 1235 West Flagler Street |
| (President/Secretary) | Miami, FL 33135          |

ARTICLE IX

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The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

ARTICLE X

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Subject to the provisions and conditions of this article, the corporation shall have full power and lawful authority to accept properties, labor and services in lieu of payment of shares of its capital stock at an appropriate evaluation to be fixed by the board of directors.

ARTICLE XI

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The directors of the corporation may transact business, borrow, lend, deal, or contract with the corporation and with other person(s) competent and authorized to enter into contracts to full extent but only subject to the limitations and provisions of the laws of the State of florida and the laws of the United States.

ARTICLE XII

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The corporation shall indemnify each director and officer of the corporation against all or any expenses reasonably incurred by them in connection with or arising out of any action, suit or proceeding in which they may be involved, by reason of them being or having been the director or officers of the corporation, to the fullest extent permitted by the subject only to the limitations and provisions of the laws of the State of Florida and the Laws of the United States.

ARTICLE XIII

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The duration of the corporation shall be perpetual.

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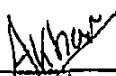
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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICES OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
PROCESS MAY BE SERVED  
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In pursuant to chapter 607.034 of the Florida Statutes, the following is submitted:

First FLAGLER DISCOUNT DOLLAR STORE, INC. is desiring to incorporate under the laws of the State of Florida, with its principal offices, as indicated in the articles of incorporation, has Akbar Charania, as an agent to accept services of process with this state.

Second, having been named to accept service of process for the stated corporation, at the place designated in this certification, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of my duties.

  
Akbar Charania/  
Registered Agent/  
Incorporator

Prepared by:  
M. Joe Ismail  
7855 NW 12th St. #206  
Miami, FL 33126  
(305) 594-9198

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