

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

AM
PM
ADDRESS

PHONE ()

Service: Top Priority Regular
One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	5/14/97		
TIME	10:00		CK No.
BY	LS		

WALK-IN
Will Pick UpRE: Close-Out City
Inc.

C.C. Fee	DISBURSED
Capital Express	
Corp. Inc. File	
Corp. R. & S. Search	
Corp. Membership	
Foreign Corp. File	
() Cert. Copy(s)	

Art. of Amend. File	
Dissolution/Withdrawal	
C U S -	2000002177837-1
Fictitious Name File	-05/14/97--01028-004
	***122.50 ***122.50

Name Reservation	
Annual Report/Reinstatement	
Reg. Agent Service	
Document Filing	

Corporate Kit	97 MAY 14
Vehicle Search	
Driving Record	
Document Retrieval	

UCC 1 or 3 File	
UCC 11 Search	
UCC 11 Retrieval	
File No.'s, Copies	
Courier Service	
Shipping/Handling	
Phone ()	
Top Priority	
Express Mail Prep.	
FAX () pgs.	

SUBTOTALS

FEE	\$
DISBURSED	\$
SURCHARGE	\$
TAX on corporate supplies	\$
SUBTOTAL	\$
PREPAID	\$
BALANCE DUE	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

CLOSE-OUT CITY, INC.

FILED
97 MAY 14 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Close-Out City, Inc..
The address of the corporation is 20290 Fairway Oaks Drive,
Suite #253, Boca Raton, Florida 33434.

ARTICLE II - TERM OF EXISTENCE

The duration of the corporation is perpetual.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To engage in the business of brokering general merchandise.
2. To engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - INITIAL CAPITAL

The amount of initial capital with which this corporation shall begin business is \$1000.00.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class and shall have a par value of \$1.00.

Authorized capital stock may be paid for in cash, services or property corporation at any regular or special meeting.

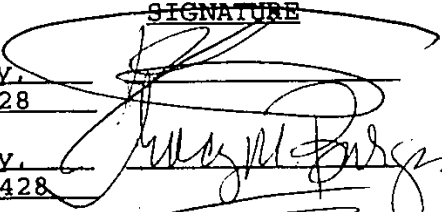
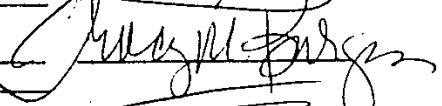
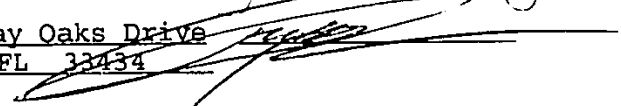
The name and address of its initial registered agent is

Peter E. Perettine, Esq., 1800 Corporate Boulevard,

Suite 302, Boca Raton, Florida 33432

ARTICLE VII - DIRECTORS



The number of directors constituting the initial board of directors of the corporation is 3. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SIGNATURE</u>
<u>Charles C. Burgess</u>	<u>11038 Baybreeze Way,</u> <u>Boca Raton, FL 33428</u>	
<u>Tracy M. Burgess</u>	<u>11038 Baybreeze Way,</u> <u>Boca Raton, FL 33428</u>	
<u>Finley Bukaitz</u>	<u>20290 Fairway Oaks Drive</u> <u>Boca Raton, FL 33434</u>	

The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one nor more than 4.


ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SIGNATURE</u>
<u>Charles C. Burgess</u>	<u>11038 Baybreeze Way,</u> <u>Boca Raton, FL 33428</u>	
<u>Finley Bukaitz</u>	<u>20290 Fairway Oaks Drive</u> <u>Boca Raton, FL 33434</u>	

ACKNOWLEDGEMENT OF RESIDENT AGENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said act relative to keeping open said office.



STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Charles C. Burgess, Tracy M. Burgess, Finley Bukaitz, and Peter E. Perettine, Esq., to me known to be the persons described in and who executed the foregoing Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 2nd day of May, 1997 in the State and County last aforementioned.

Mindy Bayne
Notary Public
My Commission Expires:



FILED
97 MAY 14 AM 11:13
NOTARY PUBLIC
STATE OF FLORIDA