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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SUNRISE 99 PLUS, INC.

AUDIT NUMBER...... H97000008630

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

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May 27, 1997

EMPIRE CORPORATE KIT CO

SUBJECT: SUNRISE 99 PLUS, INC.

REF: W97000012293

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We are unable to use the cents sign in the corporate title.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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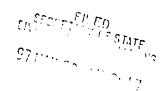
Becky McKnight Document Specialist FAX Aud. #: H97000008630 Letter Number: 597A00028496

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ARTICLES OF INCORPORATION

OF

Sunrise 99 Cents Plus, Inc.



The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Sunrise. 99 Cents Plus, Inc.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business which is permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock with one dollar par value per share. The consideration to be paid for each share shall be fixed by the woord of Directors. The stock so issued shall be fully paid and non-assessable.

ARTICLE IV. INITIAL CAPITAL

The smount of capital with which this corporation will begin business is \$ 100.00

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is

6246 W. Oakland Park Boulevard Sunrise, FL. 33313

The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

R. Golubski, CPA PREPARED BY:

1001 W. Cypress Creek Rd. Ste.410 Ft. Lauderdale, FL. 33309-1951 Telephone (305) 491-8030

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ARTICLE VII. DIRECTORS

This corporation shall have not less than one directors.

ARTICLE VIII. INITIAL DIRECTORS

The names, titles and addresses of the first Board of Directors are:

NAME TITLE ADDRESS

Fuad S. Shalan Pres/Secy/Dir 6475 W. Oakland Park Blvd Sunrise, FL. 33313

These Officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation are:

NAME ADDRESS SHARES

Fuad S. Shalan 6475 W. Oakland Park Blvd 100
Bldg #1, Suite 403
Sunrise, FL. 33313

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ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 6246 W. Oakland Park Blvd., Sunrise, FL. 33314

and the name of the intial Registered Agent of this Corporation is Fuad S. Shalan

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shockholders, and approved at a Stockholders' meeting by a majority of the Stockholders entitled to vote thereon.

APTICLE XII. INSPECTION OF BOOKS AND RECORDS

The Board of Directors, from time to time, shall determine whother and to what extent and what time and place, and under what conditions and regulations, the accounts and books of the Corporation, or any other records of the Corporation, shall be open to inspection by the Stockholders, and no Stockholder shall have the right to inspect any account or document of the Corporation except as permitted by Statute, or Board of Directors, or by resolution of the Stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, at Broward County, Florida, this 27th day 1997 for the uses and purposes aforesaid. of May

Yuad Shalan Fuad S. Shalan	(SEAL)
Fuad S. Shalan	
	(SUAL)
	(SEAL)

STATE OF FLORIDA) COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared:

Fuad S. Shalan (personally known to ma)

to me known to be the persons who subscribed to the foregoing Articles of Incorporation, and they acknowledged before me that they did subscribe thereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State above set forth day of MAY 19 **9** 7 this 37

My Commission Expires:

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

CONTRACTOR OF THE STATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in complienace with said Act:

rest, that Sunrise 99 Cents Plus, Inc.

desiring to organize under the laws of Florida, with its principal office,
as indicated in the Articles of Incorporation, at the City of Sunrise,

Florida, hereby designates Fuad S. Shalan
as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated 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.

Fuad Studian
Fuad S. Shalan