



THE UNITED STATES  
CORPORATION  
COMPANY

97000 046880

ACCOUNT NO. : 072100000032

REFERENCE : 406384 84529A

AUTHORIZATION :

Patricia Piquito

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 1997

ORDER TIME : 10:05 AM

ORDER NO. : 406384-005

CUSTOMER NO: 84529A

600002193266--4

CUSTOMER: Mark A. Schaum, Esq  
WINTER & SCHAUM, PA

Suite 137  
2300 Corporate Boulevard, N.w.  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: BOCA BARGOONS OF MIAMI, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

SM MAY 28 1997

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FILED  
67 MAY 29 AM 11:48  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF TALLAHASSEE, FLORIDA

BOCA BARGOONS OF MIAMI, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BOCA BARGOONS OF MIAMI, INC.

The address of the principal office of this corporation shall be 16630 South Dixie Highway, Miami, Florida 33157, and the mailing address of the corporation shall be 17760 Fieldbrook Circle, Boca Raton, Florida 33496.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having no par value per share.

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2300 Corporate Boulevard, Suite 137, Boca Raton, Florida 33431, and the name of the initial registered agent of the corporation at that address is Mark A. Schaum, Esquire.

#### ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Article of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Edward F. Wollstein Director	17760 Fieldbrook Circle Boca Raton, Florida 33496
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Cynthia Wollstein Director	17760 Fieldbrook Circle Boca Raton, Florida 33496
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#### ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successor are elected or appointed are:

Edward F. Wollstein President	17760 Fieldbrook Circle Boca Raton, Florida 33496
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Cynthia Wollstein Secretary	17760 Fieldbrook Circle Boca Raton, Florida 33496
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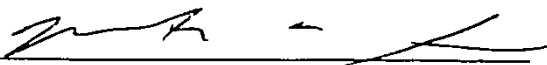
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

WINTER & SCHAUM, P.A.  
Mark A. Schaum, Esquire  
2300 Corporate Boulevard, Suite 137  
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned agent has hereunto set their hand and seal of  
WINTER & SCHAUM, P.A. on May 27, 1997.

WINTER & SCHAUM, P.A.

By:   
Mark A. Schaum, Esquire  
Account No. 84529A

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Mark A. Schaum, Esquire of WINTER & SCHAUM, P.A., authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

WINTER & SCHAUM, P.A.

By:   
Mark A. Schaum, Esquire

TALLAHASSEE, FLORIDA  
JUL 11 1997

ASSIGNMENT BY THE SOLE INCORPORATOR  
OF THE ARTICLES OF INCORPORATION OF  
BOCA BARGOONS OF MAIMI, INC.

WINTER & SCHAU, P.A., as sole incorporator, for value received hereby assigns any  
and all rights it may have as such incorporator to the following:

EDWARD F. WOLLSTEIN

CYNTHIA WOLLSTEIN

Dated: May 27, 1997

WINTER & SCHAU P.A.

By: 

Mark A. Schaum, Esquire