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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SURPRISE DOLLAR STORE AND MORE, INC.

AUDIT NUMBER.....H97000010977

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION OF

ARTICLE I - NAME:

The name of this corporation is:

SURPRISE DOLLAR STORE AND MORE, INC.

ARTICLE II - DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

This corporation is authorized to issue sixty (60) shares of NO PAR VALUE common stock, which shall be designated "Common Stock".

ARTICLE V - PREEMPTIVE RIGHTS;

Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class and series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ELENA DIAZ DE VILLEGAS, ESQ.
12260 SW 8 St. # 224
Miami, FL 33184
(305)551-2600 / FBN. 347493

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ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT:

The street address of the principal office of this corporation is: 1616 N.W. 7th Avenue, Miami, Florida 33136

The name of the initial registered agent of this corporation is:

ELENA DIAZ DE VILLEGAS

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

This corporation shall have (1) director(s), initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is (are):

ARMANDO J. PEREZ ALEMAN 8480 S.W. 94 Street

Miami, Florida 33156

ARTICLE VIII - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - INCORPORATORS:

The name and address of the person(s) signing these articles of incorporation is (are):

ARMANDO J. PEREZ ALEMAN

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these Articles of Incorporation this 24 day of July, 1997.

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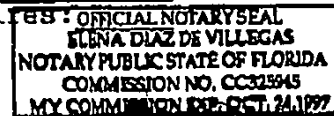
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
ARMANDO J. PERZ-ALEMAN, known to me and known to me to be the
person(s) who executed the foregoing Articles of Incorporation,
and acknowledged before me that he executed the same for the
purposes therein expressed.

The foregoing instrument was acknowledged before me on
this 2 day of July, 1997 by Armando J. Perez-Aleman
who is personally known to me or who has
produced license, as identification and who did take an
oath.

Armando J. Perez-Aleman
ARMANDO J. PEREZ-ALEMAN

Elena Diaz de Villegas
NOTARY PUBLIC
ELENA DIAZ DE VILLEGAS
Print Name
Commission No:
Commission Expires:



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MIAMI, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM SERVICE OF PROCESS MAY BE EFFECTIVE.

IN COMPLIANCE with Section 607.034 of the Florida Statutes, the
following is submitted:
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business in the City of
Miami, County of Dade, State of Florida, has named:
ELENA DIAZ DE VILLEGAS as its agent to accept service of process
within the State of Florida, with the registered address at:

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ACKNOWLEDGMENTS

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE MENTIONED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DATED: THIS 1st DAY OF July, 1997.


ELENA DIAZ DE VILLEGAS

REGISTERED AGENT

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