

P970000061368

TERESA97 FLORIDA DIVISION OF CORPORATIONS  
12:29 PM PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

((H97000011505 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)385-6761

FAX #:

NAME: PAYLESS HOLDINGS, INC. AUDIT NUMBER.....H97000011505 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..  
\$70.00 NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

FILED  
97 JUL 15 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BM 7/15/97

8970000 11505

ARTICLES OF INCORPORATION  
OF  
PAYLESS HOLDINGS, INC.

ARTICLE I - Name

The name of this Corporation is PAYLESS HOLDINGS, INC..

ARTICLE II - Duration

This corporation shall exist perpetually.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand (1,000) shares of One dollar par value (\$1.00) common stock which shares shall be designated "Common Shares".

ARTICLE V - Initial Registered Office and Agent

The street address of the initial office of this corporation is:  
2690 W. Broward Blvd., Ft. Lauderdale, Fl. 33312 and the name of the initial registered agent of this corporation is: DAVID R. FARBERSTEIN, his address is 2765 W. Cypress Creek Rd., Ft. Lauderdale, Fl. 33309.

THIS DOCUMENT PREPARED BY:

DAVID R. FARBERSTEIN, ESQ.  
2765 W. Cypress Creek Rd.  
Ft. Lauderdale, Fl. 33309  
Fla. Bar No. 198889  
954-977-7801

FILED  
97 JUL 15 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8970000 11505

1197000011505

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) Director 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. The name and address of the initial Director of this corporation is:

ROBERT B. DIMATTINA                      2690 W. Broward Blvd.  
Ft. Lauderdale, Fl. 33312

ARTICLE VII - Incorporator

The name and address of the persons signing these Articles is:

ROBERT B. DIMATTINA                      2690 W Broward Blvd.  
Ft. Lauderdale, Fl. 33312

ARTICLE VIII - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 11 day of July, 1997.

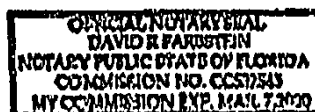
  
ROBERT B. DIMATTINA

STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public, authorized to take acknowledgments in the County and State set forth above, personally appeared, ROBERT B. DIMATTINA, known by me to be the person who executed the foregoing Articles of Incorporation. Further, said individuals furnished the following type of identification to the undersigned, to-wit: PERSONAL KNOWLEDGE.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 11 day of July, 1997.

  
NOTARY PUBLIC  
My Commission Expires:



1197000011525

#9700001505

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

PURSUANT TO Chapter 48.091, Florida Statutes, the following is  
submitted in compliance with said Act:

FIRST: That PAYLESS HOLDINGS, INC. is qualified to do business  
under the laws of the State of Florida with its principal office at:  
2690 W. Broward Blvd, Ft. Lauderdale, Fl. 33312 and has as appointed  
DAVID R. FARBERSTEIN, ESQ. of 2765 W. Cypress Creek Rd., Ft.  
Lauderdale, Fl. 33309, County of Broward, State of Florida, as its  
agent to accept service of process within the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated  
corporation, a place designated in this certificate, I am familiar  
with, and hereby accept the duties and responsibilities as registered  
agent for said corporation and agree to comply with the provisions of  
said Act relative to keeping open said office.

  
DAVID R. FARBERSTEIN  
Resident Agent

FILED  
97 JUL 15 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#9700001505