

10/15/97

**ARTICLES OF INCORPORATION
OF
DOLLAR STORE ON WASHINGTON AVENUE, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 14 PM 12:32

THIS IS TO CERTIFY:

ARTICLE I - NAME

The name of the Corporation is Dollar Store on Washington Avenue, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5445 N.W. 161st Street
Miami, Florida 33014

ARTICLE III - SHARES

The number of shares that this Corporation is authorized to have outstanding at any one time is as follows:

Number of Shares	Class	Series	Par Value
1000	common	none	No Par Value

**ARTICLE IV - INITIAL REGISTERED AGENT AND STREET
ADDRESS**

The name and address of the initial registered agent is:

Sheri Goldman
5445 N.W. 161st Street
Miami, Florida 33014

ARTICLE V - INCORPORATOR

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

Michael D. Ravitch
c/o Grossberg, Yochelson, Fox & Beyda
2100 Pennsylvania Avenue, N.W.
Suite 770
Washington, D.C. 20037

ARTICLE VI - PURPOSE

The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

To engage in and carry on the business of buying, selling, exchanging, and otherwise dealing, retail and wholesale, in goods of every kind and description.

Notwithstanding the foregoing, provided a majority of the Directors of the Corporation so desire, the Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon corporations of a similar character by the General Laws of the State of Florida now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

ARTICLE VII - INITIAL DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and, thereafter, shall be as set forth in the by-laws of this corporation. The names and addresses, including street and number, if any, of the persons who are to serve as initial directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

Martin Goldman
5445 N.W. 161st Street
Miami, Florida 33014

Kenneth Haber
5445 N.W. 161st Street
Miami, Florida 33014

Sheri Goldman
5445 N.W. 161st Street
Miami, Florida 33014

ARTICLE VIII - PREFERENCES

There are no preference, qualifications, limitations, restrictions and special or relative rights in respect to the shares of each class of the Corporation's stock.

ARTICLE IX - PREEMPTIVE RIGHTS

No holder of shares of stock of any class shall be entitled to preemptive rights to acquire unissued shares of the Corporation.

ARTICLE X - POWERS

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

(A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(B) The Board of Directors shall have the power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the by-laws; and, except as so provided, no stockholder shall have any right to inspect any books, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(C) Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting or at any special meeting called for such purpose shall, so far as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

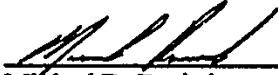
(D) Unless the by-laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or any committee or superior officer upon whom such power of removal may be conferred by the by-laws or by authority of the Board of Directors.

(E) The Corporation reserves the right from time to time to make any amendment of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change in the terms thereof shall have been authorized by the holders of at least fifty-one percent (51%) of the shares of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

ARTICLE XI - DURATION

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 9th day of October, 1997.


_____(SEAL)
Michael D. Ravitch

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Dollar Store on Washington Avenue, Inc.
2. The name and address of the registered agent and office is:

Sheri Goldman
5445 N.W. 161st Street
Miami, Florida 33014

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions of all
statutes relating to the proper and complete performance of my duties, and I am familiar with and
accept the obligations of my position as registered agent.*

Dated 10/13/97



Sheri Goldman