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October 28, 1997

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-10/31/97--01099--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir/Madam:

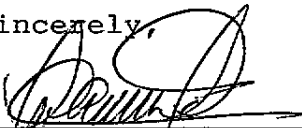
We respectfully request approval from the Secretary of State for the attached ARTICLES OF INCORPORATION. Also attached is a check in the amount of seventy-eight---75/100 (78.75) made payable to Florida Secretary of State for:

Filing fee	35.00
Designation of Registered agent	35.00
Certificate under seal	8.75
Total	<u>78.75</u>

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We thank you for your assistance in this matter and if you are in need of additional information concerning the above request, please contact me at the address as listed below.

Sincerely,



Loubert Deas  
1540 NE 138th Street  
Miami, Florida 33162

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 31 AM 8:53

RP  
11-3-97

CERTIFICATE OF INCORPORATION  
OF  
LOU'S 99¢ PLUS RETAIL STORE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 OCT 31 AM 8:54

We, the undersigned, are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporations for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Certificate of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be LOU'S 99¢ PLUS RETAIL STORE, INC. and its principal place of business shall be 10775 Biscayne Blvd. - Miami, Florida 33161, and any other location that the Board of Directors may deem appropriate.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose or object to be transacted, promoted or carried on by this corporation is to carry on any kind or type of business activity permitted under the laws of the State of Florida and Federal Statutes, as amended.

ARTICLE III

SHARES OF STOCK - NUMBER

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is Five Hundred Shares (500) of common stock of the par value of \$1,000 per share.

The Shares shall carry no preemptive rights.

Stock in this corporation shall be paid for in lawful money of the United States of America, or in property, labor, or services, provided that where stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the incorporators or the Board of Directors, in the manner provided by state statute.

ARTICLE IV

AMOUNT OF CAPITAL

The amount of capital with which the corporation will begin business will be a minimum of two hundred fifty dollars (\$250).

ARTICLE V

This corporation is to have perpetual existence, commencing upon the approval by the Secretary of State of this certificate of incorporation.

ARTICLE VI

DIRECTORS

The affairs of the corporation will be managed by a Board of Directors numbering at least three (3). The names and addresses of the individuals who are to serve as directors, until new directors are elected at the first shareholders meeting are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Loubert Deus President	1540 NE 138th Street Miami, Florida 33162
Fanette Deus Treasurer	1540 NE 138th Street Miami, Florida 33162
Florida Cadet Secretary	1540 NE 138th Street Miami, Florida 33162

ARTICLE VII

OFFICERS

The names and addresses of the individuals who will serve as the initial officers of the corporation until new directors are appointed at the first meeting of the shareholders, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Loubert Deus President	1540 NE 138th Street Miami, Florida 33162
Fanette Deus Treasurer	1540 NE 138th Street Miami, Florida 33162
Florida Cadet Secretary	1540 NE 138th Street Miami, Florida 33162

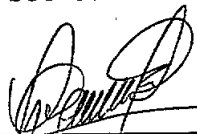
ARTICLE VIII

SUBSCRIBERS

The names and addresses of the individuals who are the original subscribers for the shares of common stock of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Loubert Deus	1540 NE 138th Street Miami, Florida 33162
Fanette Deus	1540 NE 138th Street Miami, Florida 33162

We, the undersigned, being the original subscribers to this Certificate of Incorporation, do hereby make, subscribe, acknowledge and file this certificate and certify that the facts stated herein are true, and have hereunto set our hands and seals this 30th day of October, 1997.

  
\_\_\_\_\_  
LOUBERT DEUS

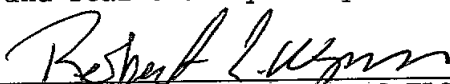
  
\_\_\_\_\_  
FANETTE DEUS

  
\_\_\_\_\_  
FLORIDA CADET

STATE OF FLORIDA)  
                                  )SS:  
COUNTY OF DADE )

BE IT REMEMBERED that on this 30th day of October, 1997 personally came before me, a notary public of the State of Florida, the party to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said certificate to be the acts and deeds of the signers, and that the facts herein are truly set forth.

Given under my hand and seal the day and year aforesaid.

  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

My commission expires



ROBERT L. WYNN  
Comm. No. GC 643321  
My Comm. Exp. May 4, 2001  
Bonded thru Pichard Ins. Agcy.


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

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

That LOU'S 99¢ PLUS RETAIL STORE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation at the City of Miami, County of Dade and State of Florida, has named ZELIA MICHEL, 175 NE 131st Street - North Miami, Florida 33161, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

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 provision of said Act relative to keeping open said office.

  
ZELIA MICHEL  
REGISTERED AGENT

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 OCT 31 AM 8:54