

Charter Number Only

P97000094379

VALIDATION ONLY

10/30/97

James E. Tice

16220 SW 280 St.

Homestead, FL 33081

#247-3700

400002334774--9
-10/31/97--01033--001
*****70.00 *****70.00

CORPORATION(S) NAME

P E P Closeouts, Inc.

FILED
97 NOV -4 AM 11:49
RECEIVED
97 OCT 31 AM 10:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- | | | |
|----------------------------------------------|---------------------------------------------|-----------------------------------------------------|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input checked="" type="checkbox"/> Pick Up | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

9/24/97 Sub
247-3700

Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 31, 1997

EMPIRE

TALLAHASSEE, FL

SUBJECT: P & P CLOSEOUTS, INC.
Ref. Number: W97000024792

We have received your document for P & P CLOSEOUTS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THERE IS NO SUBSCRIPTION AND ACKNOWLEDGEMENT DATE FOR YOUR ARTICLES OF INCORPORATION, THEREFORE NO EFFECTIVE DATE CAN BE GIVEN.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 797A00052894

RECEIVED
97 NOV -4 AM 10:11
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

P & P CLOSEOUTS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of the Corporation is P & P CLOSEOUTS, INC.

ARTICLE II - DURATION

The Corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall perpetually exist thereafter until dissolved sooner according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - STATED CAPITAL

The Corporation is authorized to issue 1000 shares of

No par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid in whole or in part, in cash or other property, tangible or intangible

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV -4 AM 11:49

FILED

or in labor or in services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V _ BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have three (3) directors initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By - Laws of the Corporation.

The names and street addresses of the initial Directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
SHARON R. PATTERSON	506 N.W. 8th Avenue Homestead, FL

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any present or former officer of director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Law adopted by the shareholders if the shareholders provide that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

The 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.

ARTICLE IX - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
JAMES E. TICE	16220 SW 280th St Homestead, FL

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 16220 SW 280th St Homestead, Florida and the name of the initial registered agent of the Corporation at that address is JAMES E. TICE

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

In compliance with Section 607.034, Florida Statutes. the
following is submitted:

First that P & P CLOSEOUTS, INC. desiring to
organize or qualify under the laws of the State of Florida,
with its principal place of business at 506 NW 8th Avenue
Homestead, State of Florida, has named JAMES E. TICE Located
16220 SW 280th St of Homestead State of Florida, as its
agent to accept service of process within the state of Florida.

Signature

Title

Incorporator

DATE

10/29/97

Having been named to accept service of process for the
above stated corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and complete
performance of my duties.

Signature

Resident Agent

Date

10/29/97

IN WITNESS WHEREOF, the undersigned, as incorporator, does
hereby execute these Articles of Incorporation this 31st Day of
October 1997

Signature

Incorporator

97 NOV - 49 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED