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ARTICLES OF INCORPORATION

FILED

OF BARGAIN HUNTERS PLAZA CORP.

97 NOV 19 AM 11: 20

ARTICLE I - NAME

SECRETARY OF STATE TALLAHASSET FLORIDA

The name of the corporation is Bargain Hunters Plaza at 6896 North Atlantic Avenue, Cape Canaveral, Florida, 32920

ARTICLE II - DURATION

This corporation shall have perpetual existance commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$100 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - INITIAL REGISTERED AGENT

The initial registered agent of this corporation is Janet A. Melvin at 6890 North Atlantic Avenue, Cape Canaveral, Florida, 32920

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director is Janet A. Melvin, 6890 N.

Atlantic Avenue, Cape Canaveral, Florida 32920.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Janet A. Melvin, 6890 N. Atlantic Avenue, Cape Canaveral, Florida 32920.

ARTICLE IX - BYLAWS

The power to adopt alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this corporation to any plan of merger shall be required in every case, whether or not approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The Shareholders of this corporation shall have the exclusive authority to fix the compensation of the Directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall to the fullest extent permitted by Florida Statutes, Section 607.0850, as same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Section from and against any and all of the expenses, liabilities and other matters referred to in or covered by said Section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, of disinterested directors or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

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

ARTICLE - I.R.C. SECTION 1244 STOCK

It is the intent of the incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 Stock" Internal Revenue Code.

SECRETARY OF STATE

IN WITNESS WHEREOF, The undersigned subscriber, Janet A. Melvin, has executed these Articles of Incorporation.

Dated:

COUNTY OF BREVARD, FLORIDA:

BEFORE ME, a Notary Public authorized to take acknowledgments, in the State and County set forth above, personally appeared Janet A. Melvin, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and Janet A. Melvin acknowledged to me that she executed these Articles of Incorporation.

NOTARY: Stundey Skammerule 11-15-97

OFFICIAL NOTARY SEAL STANLEY D KAMMERUDE NOTARY PUBLIC STATE OF FLOK DA COMMISSION NO. CC397391 MY COMMISSION EXP. SEPT 8,1998

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

Corp.
Bargain Hunters Plaza desiring to organize under the laws of the State of Florida, with it's principal office as indicated by the Articles of Incorporation has named Janet A. Melvin as it's agent to accept process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to comply with the provisions of said Act relative to keeping open said office.

aret G. melen