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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CARNIVAL MALL, INC.

AUDIT NUMBER.....H97000019801

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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EMPIRE CORPORATE KIT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 2, 1997

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CARNIVAL MALL, INC.
REF: W97000026823

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Sharon Tala
Document Specialist Supervisor

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ARTICLES OF INCORPORATION
OF
CARNIVAL MALL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be CARNIVAL MALL, INC.

Article II
DURATION

The term of existence of the corporation shall be perpetual.

Article III
PURPOSES

The purposes of the corporation shall be to operating a flea market, and to engage in any and all other lawful businesses for which a corporation may be incorporated under F.S. chapter 607.

Article IV
SHARES

The corporation shall have authority to issue one thousand shares of common stocks with par value of ten dollars for each share. The board of directors shall decide the number of shares to be issued, the consideration for each share, time and manner of issuance. The capital stock may be paid for in money, property, labor or services, at just valuation to be fixed by the Incorporator or by the Directors at a meeting called for such purpose.

The transfer of the corporation's shares may be restricted or conditioned by the terms of the shareholder's agreement or bylaws, if there is any.

Prepared by: Chie-Young Chyung, Esq.
1550 Madruga Ave., Suite 415
Coral Gables, FL 33146
FEN: 611859
(305) 665-1961

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**Article V
POWERS**

The corporation shall have power to sue and capacity to be sued, to complain and defend in its corporate name in all actions or proceedings; to have a corporate seal and use it; to purchase, take, receive, lease or otherwise deal in and with real or personal property or interest therein; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; to lend money to, and use its credit to assist, its officers and employees in accordance with F.S. section 607.0833; to make contracts and guarantees and incur liabilities, borrow money, issue notes and other obligations; to have and exercise all powers necessary or convenient to effect its purposes.

**Article VI
PRINCIPAL OFFICE**

The address of the initial principal office of the corporation shall be:

2928 N. State Road 7, Bay # 14
Lauderdale Lakes, FL 33311

The corporation may from time to time move its principal office as may be necessary or convenient at the determination of its board of directors.

**Article VII
INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent and the address of the initial registered office for the corporation is:

Name	Address
CHANG GIL LEE	8321 Black Olive Drive Tamarac, FL 33321

**Article VIII
INCORPORATOR**

The name and address of the incorporator are:

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Name	Address
CHANG GIL LEE	8321 Black Olive Drive Tamarac, FL 33321

Article IX
INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be two (2). The number of directors may be changed by the bylaws of the corporation, but shall not be more than five. A director need not be a stockholder. The name and address of the initial directors who shall hold office until the organization meeting of this corporation or until the successors are elected and have qualified are:

Name	Address
CHANG GIL LEE	8321 Black Olive Drive Tamarac, FL 33321
SEJA LEE	8321 Black Olive Drive Tamarac, FL 33321

Article X
OFFICERS

The corporation shall have one president, one treasurer, and one secretary. Vice-president may be appointed under the bylaws. The secretary shall also act as a secretary to the board of directors and a secretary to the shareholders meeting. Any one person may assume more than one of aforementioned offices. The board of directors shall elect corporate officers.

The initial officers of the corporation, however, shall be:

OFFICE	NAME OF THE OFFICER
President	CHANG GIL LEE
Treasurer	CHANG GIL LEE
Secretary	SEJA LEE

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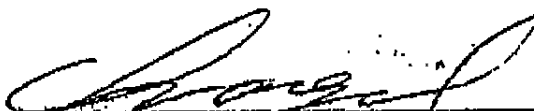
Article XI
AMENDMENT

This Articles of Incorporation shall be amended by majority vote of the board of directors and affirmative vote in favor of the amendment by the majority of shareholders. However, above procedure may be excepted if all of the directors and all of the shareholders of the corporation eligible to vote sign a written statement manifesting their intention that an amendment to the articles of incorporation be adopted without ordinary process of meetings, then the amendment shall thereby adopted as though above procedures have been satisfied.

Article XII
BYLAWS

The board of directors shall have power to adopt, amend and repeal bylaws of the corporation. Bylaws shall provide, inter alia, number and manner of election of directors, quorum and notice requirement for the board meetings and shareholder's meetings.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation, this 1st day of December, 1997.


Chang Gil Lee
Incorporator

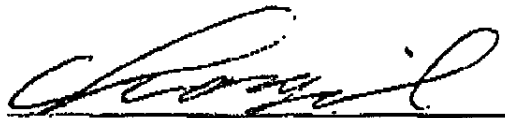
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**ACCEPTANCE OF THE APPOINTMENT OF
REGISTERED AGENT AND DECLARATION OF
REGISTERED OFFICE UPON WHICH
SERVICE OF PROCESS MAY BE SERVED**

In compliance with Chapter 48.091 of the Florida Statutes, and having been designated a registered agent of CARNIVAL MALL, INC. on whom service of process may be served, and being familiar with the obligations of the registered agent, I HEREBY ACCEPT the designation and obligations of registered agent and agree to act in this capacity.

Registered office of CARNIVAL MALL, INC. is located at :
8321 Black Olive Drive, Tamarac, FL 33321.

Signed by:



Chang Gil Lee
Registered Agent designee

Dated:

December 1, 1997

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TALLAHASSEE, FLORIDA