P97000103033 TRANSMITTAL LETTER

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

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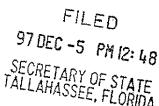
SUBJECT: DISGUNT GENERAL MERCHANDISING CORP

(Proposed corporate name - must include suffix)

| Enclo | sed is an original | and one (1) cop | by of the articles of | incorporation a | nd a check |
|-------|--------------------|---|-----------------------|-----------------|--|
| | \$70.00 | \$78.75 | \$122.50 | \$131.25 | |
| | FROM: | OF PTAX-ACCOUNTING COTEP Name (printed or typed) | | | |
| | | 1260 | SW 142 | NO CT | |
| | | MIAMI, FL 33184 FR 3 | | | { . |
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| | | City, State & Zip | | ART H | |
| | | (30 | 5) 223- | 4747 | -5 PM I2: I ARY OF STATESSEE, FLORE |
| | | Daytime Telephone number | | | |
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NOTE: Please provide the original and one copy of the articles.





ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME AND PRINCIPAL OFFICE

The name of the corporation shall be: DISCOUNT GENERAL MERCHANDISING Corp. and its principal place of business and address shall be: 7760 W. 20th Avenue, Suite 7, Hialeah, FL 33016

ARTICLE II SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of \$ 1.00 each.

ARTICLE III INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Oscar Aguilar

1260 SW 142nd Court, Miami, FL 33184

ARTICLE IV INCORPORATOR

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

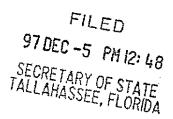
Armando A. Abramovici

10455 SW 52nd Street, Cooper City, FL 33328

The undersigned incorporator has executed these Articles of Incorporation on this 3rd day of December, 1997.

Armando A. Abramovici

These Articles of Incorporation were prepared on this 3rd day of December, 1997, by O & P Tax-Accounting Corp., 1260 SW 142nd Court, Miami, FL 33184 * Tel. (305) 223-4747



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: Discount General Merchandising Corp.
- 2- The name and address of the registered agent and office is:

Oscar Aguilar

1260 SW 142nd Court, Miami, FL 33184

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: December 3, 1997

Oscar Águilar