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CONTACT: RAY STORMONT

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NAME: CLOSE-OUR SPECIALIST, INC.

AUDIT NUMBER.....H98000000560

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

CERT. OF STATUS..0

PAGES..... 6

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**H98000000560**  
**ARTICLES OF INCORPORATION**

(6)

**OF**

**CLOSE-OUT SPECIALISTS, INC.**

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The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida in accordance with Section 607.0202, Florida Statutes.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation is:

**CLOSE-OUT SPECIALISTS, INC.**

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE III**

**NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and of the State of Florida.

James D. Payer, Esquire  
Florida Bar # 0081541  
PAYER & TWOMBLY, P.A.  
299 Alhambra Circle, Suite 221  
Coral Gables, Florida 33134  
(305) 444. 4143

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**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One (\$1.00) Dollar per share.

**ARTICLE V**

**REGISTERED AGENT AND INITIAL REGISTERED AND PRINCIPAL OFFICE**

The Registered Agent and the street address of the initial registered and principal office of this Corporation in the State of Florida shall be:

JAMES D. PAYER  
c/o PAYER & TWOMBLY, P.A.  
299 Alhambra Circle, Suite 221  
Coral Gables, Florida 33134

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

**ARTICLE VI**

**BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than one (1).

**ARTICLE VII**

**INITIAL DIRECTOR**

The name of the Initial Director of this Corporation and his street address is:

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GHASSAN TARIFI  
4201 NW 71 Avenue  
Miami, Florida 33166

The person named as Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

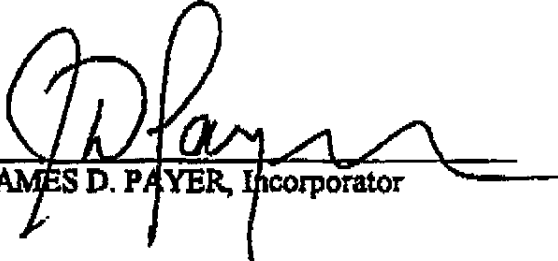
**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator are:

JAMES D. PAYER, ESQUIRE  
c/o PAYER & TWOMBLY  
Attorneys at Law  
299 Alhambra Circle, Suite 221  
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 9th day of January, 1998.

  
JAMES D. PAYER, Incorporator

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STATE OF FLORIDA     )  
                              ) SS:  
COUNTY OF DADE     )

BEFORE ME, a Notary Public, personally appeared JAMES D. PAYER, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this 9<sup>th</sup> day of January, 1998.

  
NOTARY PUBLIC  
My Commission:



ROBERT Y TWOMBLY  
My Commission CC545830  
Expires Jun. 23, 2000

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

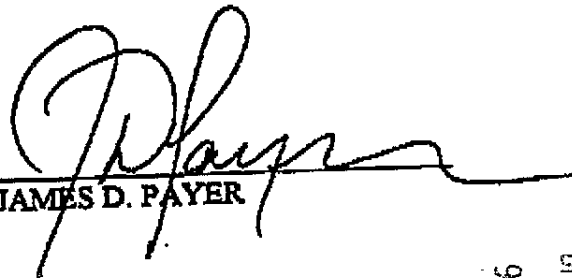
Pursuant to Chapter 607.0501 Florida Statutes, the following is submitted in compliance with said Act:

That, Close-Out Specialists, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Article of Incorporation at Coral Gables, County of Dade, State of Florida, has named JAMES D. PAYER, 299 Alhambra Circle, Suite 221, Coral Gables, 33134 County of Dade, State of Florida, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT**

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 agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 9th day of January, 1998.

  
JAMES D. PAYER

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