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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/23/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

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NAME: THRIFT RETAIL, INC.

AUDIT NUMBER.....H98000001510

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

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Article 1: Name of Corporation
Address of Corporation

THRIFT RETAIL, INC.

3141 W. HALLANDALE BEACH BOULEVARD

HALLANDALE, FLORIDA 33009

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 500, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

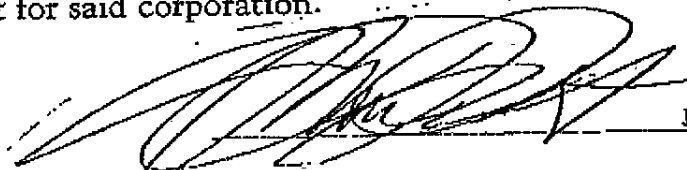
Article 3: REGISTERED AGENT:
and
REGISTERED OFFICE:

MARC DOUGLAS

3141 W. HALLANDALE BEACH BOULEVARD

HALLANDALE, FLORIDA 33009

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.



1/23/98
Date

Signature of Registered Agent

Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. MARC DOUGLAS

3141 WEST HALLANDALE BEACH BOULEVARD

HALLANDALE, FLORIDA 33009

Article 5: The Name and Address of the INCORPORATOR is:

MARC DOUGLAS

3141 WEST HALLANDALE BEACH BOULEVARD

HALLANDALE, FLORIDA 33009

In witness whereof, I have subscribed my name



Signature of Incorporator
MARC DOUGLAS

Prepared by:
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54 NW 11th Street
Miami, FL 33136
(305) 358-2571

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