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2/10/98

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

FAX #: (305)358-7832

NAME: AMERICA OFF-PRICE, INC.
AUDIT NUMBER.....H98000002761
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 2/10/98

98-2761

ARTICLES OF INCORPORATION

Article 1: Name of Corporation AMERICA OFF-PRICE, INC. **FILED**
Address of Corporation 8535 BAYMEADOWS ROAD Suite 15
JACKSONVILLE, FLORIDA 32256 98 FEB 10 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: STEPHEN H. BROUDY
and
REGISTERED OFFICE: 8535 BAYMEADOWS ROAD Suite 15
JACKSONVILLE, FLORIDA 32256

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


Signature of Registered Agent

1/4/98
Date

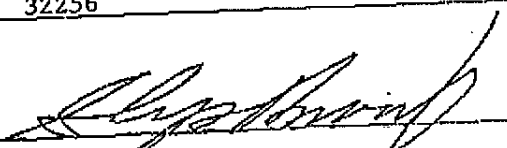
Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. STEPHEN H. BROUDY 2. BRINKLEY A. HARRELL
8535 BAYMEADOWS ROAD Suite 15 8535 BAYMEADOWS ROAD Suite 15
JACKSONVILLE, FLORIDA 32256 JACKSONVILLE, FLORIDA 32256

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

STEPHEN H. BROUDY
8535 BAYMEADOWS ROAD Suite 15
JACKSONVILLE, FLORIDA 32256

In witness whereof, I have subscribed my name


Signature of Incorporator

STEPHEN H. BROUDY

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

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FEB-10-98 TUE 12:32