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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BUSINESS WORLD TRANSACTIONS, INC.
104512000707

ACCT#:

CONTACT: GEORGE G PICARDIE

PHONE: (305) 867-8448

(305) 867-8200

FAX #:

NAME: HAPPY 99th STORE, INC.

AUDIT NUMBER.....H98000006382

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: HAPPY 99C STORE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

151 W. 17 ST.
HIALEAH, FL. 33010

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

BELKYS VALDES
151 W. 17 ST.
HIALEAH, FL. 33010

Prepared By: BELKYS VALDES
151 W. 17 ST.
HIALEAH, FL. 33010
305 8885982

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ARTICLE V
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

BELKYS VALDES
151 W. 17 ST.
HIALEAH, FL. 33010

DIRECTOR & PRESIDENT

JOSE E. GARCIA
151 W. 17 ST.
HIALEAH, FL. 33010

DIRECTOR & VICE-PRESIDENT
& SECRETARY

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

2 day of 4, 1998.

B. Valdes

Signature

J. Garcia

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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.

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1. The name of the corporation is: **HAPPY 99C STORE, INC.**

2. The name and address of the registered agent and office is:

**BELKYS VALDES
151 W. 17 ST.
HIALEAH, FL. 33010**

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.

B Valdes

(SIGNATURE)

4/2/98

(DATE)

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