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CHARLES D. FRANKEN, ESQUIRE

LEAD OFFICES
CHARLES D. FRANKEN, P.A.
NATIONS BANK PROFESSIONAL CENTER
8181 WEST BROWARD BOULEVARD • SUITE 360
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March 31, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314
Attn: New Corporations

000002479930--6
-04/06/98--01078--002
*****70.00 *****70.00

Re: CONSUMER MERCHANDISE LIQUIDATORS, INC.

Dear Sir/Madame:


The undersigned attorney is herewith submitting the following documents to form the above referenced corporation:

1. Three (3) copies of Articles of Incorporation;
2. Certificate of Designating Place of Business (Registered Agent document); and
3. Check in the amount of \$ 70.00 to cover the filing fee for said corporation.

We kindly request that you forward back to the undersigned a stamped copy of the Articles of Incorporation with the date of incorporation at your earliest convenience.

If you have any questions, please do not hesitate to call.

Very truly yours,


Charles D. Franken

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Enclosures

FILED
98 APR -6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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98 APR -6 AM 10:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CONSUMER MERCHANDISE LIQUIDATORS, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is:

CONSUMER MERCHANDISE LIQUIDATORS, INC.

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

1421 N.W. Second Avenue
Ft. Lauderdale, FL 33311

THIRD: The aggregate number of shares of stock that this corporation is authorized to issue is Five Thousand (5,000) Shares of one class only, \$.01 par value.

FOURTH: The street address of the initial registered office of the corporation is 8181 W. Broward Boulevard, Suite 360, Plantation, Florida 33324, and the name of the initial registered agent at such address for the corporation shall be CHARLES D. FRANKEN.

FIFTH: The number of initial Board of Directors shall be one (1) who shall be:

WILLIAM PATTON

SIXTH: The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES D. FRANKEN	8181 W. Broward Boulevard Suite 360 Plantation, FL 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
31st day of March, 1998.



CHARLES D. FRANKEN

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That CONSUMER MERCHANDISE LIQUIDATORS, INC. qualified
to do business under the laws of the State of Florida with its
principal office at 1421 N.W. Second Avenue, Fort Lauderdale, FL
33311, County of Broward, State of Florida, hereby designates
CHARLES D. FRANKEN, whose address is 8181 W. Broward Boulevard,
Suite 360, Plantation, FL 33324 as its agent to accept service of
process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

By: 
CHARLES D. FRANKEN
(Registered Agent)

FILED
98 APR -6 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA