

P98000046575
BRODIE & PAWLUC
C O U N S E L L O R S A T L A W
LAWRENCE P. BRODIE SONIA M. PAWLUC

May 18, 1998

700002533957--6
-05/22/98--01110--002
*****122.50 *****122.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
AMERICAN RETAIL OUTLETS, INC.

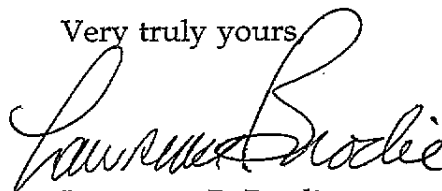
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of the above corporation and a check in the amount of \$122.50 (\$35.00-filing fee, \$35-Registered Agent Designation, and \$52.50-certified copy). Upon filing, please return a certified copy of the Articles.

From: Brodie & Pawluc
Post Office Box 2690
Stuart, FL 34995
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Very truly yours


Lawrence P. Brodie

rlb
Enclosures

FILED
98 MAY 22 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-11741
BR 5/22/98

ARTICLES OF INCORPORATION
OF
AMERICAN RETAIL OUTLETS, INC.

1. The name of this Corporation is AMERICAN RETAIL OUTLETS, INC. (the "Corporation").
2. The street and mailing address of the initial principal office of the Corporation is 3270 S. W. 42nd Avenue, Palm City, Florida 34990.
3. The Corporation shall have the authority to issue 100,000 shares of Common Stock, par value \$.01 per share.
4. The name and street address of the initial registered agent of the Corporation is Lawrence P. Brodie, 525 Camden Avenue, Stuart, FL 34994.
5. The name and address of the incorporator is Lawrence P. Brodie, 525 Camden Avenue, Stuart, FL 34994.

Dated: May 18, 1998.



Lawrence P. Brodie, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

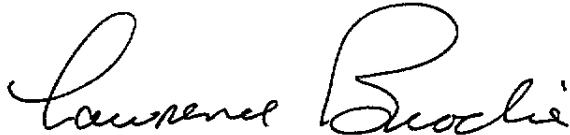
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE 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.

1. The name of the corporation is AMERICAN RETAIL OUTLETS, INC.
2. The name and address of the registered agent and office is _____

Lawrence P. Brodie
525 Camden Avenue
Stuart, FL 34994

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.



Dated: May 18, 1998

Lawrence P. Brodie, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA