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OFFICE USE ONLY (Document #)

MARTA BAQUES B.A.

(Requestor's Name)

930 E. 16th PLACE

(Address)

MIAMI, FL. 33010

305-887-2691

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FLANDER'S 99^{cent} STORE, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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*****70.00 *****70.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Marta Baques GAVE

AUTHORIZATION BY PHONE TO

CORRECT Corp name

DATE 5-28-98

DOC. EXAM. CB

Examiner's Initials

CR2E031(9/97)

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98 MAY 26 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
5-28-98

Articles Of Incorporation

FLANDER'S 99 CENT STORE, INC.

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of the state, providing for the information liabilities, rights, privileges and immunities of a corporation for profit.

Article I

Name, Address and Agent

The name of this corporation shall be:

FLANDER'S 99 CENT STORE, INC.

(hereinafter referred to as the corporation.) Its registered and principal office shall be located at: 10517 SW 109 COURT
MIAMI, FL. 33176

in the County of Dade. Its Registered Agent shall be DIANA E LOAIZA, located at 10517 SW 109 COURT
MIAMI, FL. 33176

County of Dade, State of Florida.

Article II

Nature of Business

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign-country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of

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all types, both as principal and agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of every kind and for the lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or _____ trust, or otherwise.

e. To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or the proper for the accomplishment of any of the purposes of attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expediente for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted hereby included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon the corporations of this character.

i. NONE

ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a ONE HUNDRED (100) shares of \$1.00 per value. For incorporation purposes, each share will have a nominal value set at -ONE DOLLAR-

_____ (\$1.00) per share as consideration.

b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one share representing one vote.

Article IV

Initial Capital

The amount of capital with which the corporation shall begin business shall be no less than ONE HUNDRED DOLLARS (\$100.00)

Article V

Terms of Existence

The corporation shall have perpetual existence.

Article VI

Board of Directors

The Board of Directors shall consist of no less than

ONE (1) persons.

Article VII

Initial Directors and Officers

The name and addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-laws and the Act of Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>Title</u>	<u>Name:</u>	<u>Address:</u>
PRES-TREAS	MARIA BEATRIZ BLANDON	13781 SW 66th STREET #B-231 MIAMI, FL. 33183
VICE PRES-SEC	CLAUDIA MARIA ORDONEZ	6217 SW 131st PLACE #203 MIAMI, FL. 33183

Article VIII

Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take are as follows:

<u>Name & Title</u>	<u>Address</u>	<u>Shares</u>
MARIA BEATRIZ BLANDON PRES-TREAS	13781 SW 66th STREET #B-231 MIAMI, FL. 33183	50%
CLAUDIA MARIA ORDONEZ VICE PRES-SEC	6217 SW 131st PLACE #203 MIAMI, FL. 33183	50%

Article IX

By-Laws

The regulation of the business and the conduct of the affairs of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

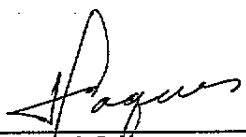
IN WITNESS, WHEREOF, the undersigned have signed these Articles of Incorporation at. MIAMI , Dade County, Florida, for the uses and purposes aforesaid.

<u>Bertuz Bloudie</u> President	<u>Chaudia Chedney</u> Vice-President
<u>Chaudia Chedney</u> Secretary	<u>Bertuz Bloudie</u> Treasurer

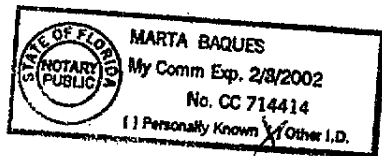
I HEREBY CERTIFY that on this 21st day of MAY
19 98, before me personally appeared MARIA BEATRIZ BLANDON
and CLAUDIA MARIA ORDONEZ, President and
Secretary-Treasurer respectively, to me well known to be the
persons described as subscribers in and who executed the
foregoing ARTICLES OF INCORPORATION and acknowledged before me
that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal
and hand at HIALEAH, Dade County, this 21st day
of MAY, 1998 A.D._

My Commission Expires:



Notary Public, State of Fl.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR 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 FLANDER'S 99 CENT STORE, INC.

desiring to organize under Laws of the State of FLORIDA, with
its principal office, as indicated in the articles of

Incorporation at 10517 SW 109th COURT, MIAMI, FL. 33176

County of MIAMI DADE State of Florida, Has named: _____

DIANA E LOAIZA

located at 10517 SW 109th COURT, MIAMI, FL. 33176

(Street address and number of Building)

City of MIAMI County of MIAMI DADE

State of Florida, 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 from the
above-stated Corporation, at place designated in this
certificate, I hereby am familiar with and accept the duties and
responsibilities as registered agent for said corporation.

By: Diana Loaiza

Resident Agent

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