

Law Offices of
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June 17, 1998

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SOS DISCOUNT LIQUIDATORS, INC.

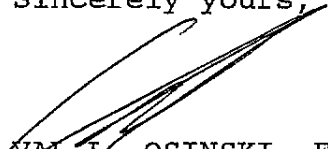
Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and Certificate Naming Registered Agent in regard to the above-captioned corporation.

Our check in the amount of \$122.50, representing the filing fee and fee for certified copy of said corporation is also enclosed.

Thank you for your assistance in this matter.

Sincerely yours,


VAL L. OSINSKI, ESQ.
VAL:mt

Enclosures

FILED
98 JUN 22 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 22 1998

**ARTICLES OF INCORPORATION
OF
SOS DISCOUNT LIQUIDATORS, INC.**

FILED
98 JUN 22 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber, being of natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of the Corporation shall be

SOS DISCOUNT LIQUIDATORS, INC.

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including the transaction of any or all lawful business for which corporations may be incorporated.

ARTICLE III - EXISTENCE

The corporation is to have perpetual existence.

ARTICLE IV - STOCK

The total number of shares of stock which the corporation shall have authority to issue is 1000 shares of common stock, with a par value of \$.10 per share.

ARTICLE V - ACQUISITION OF STOCK

The shareholders of the corporation shall have the preemptive

right to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation.

ARTICLE VI - PRINCIPAL OFFICE

The initial address of the principal office of the corporation is as follows:

3851 Northwest 126th Avenue
Bay Number 1
Coral Springs, Florida 33065

ARTICLE VII - REGISTERED AGENT

The name and address of the initial Registered Agent of the corporation is:

RONALD J. CECERE
3851 Northwest 126th Avenue
Bay Number 1
Coral Springs, Florida 33065

ARTICLE VIII - NUMBER OF DIRECTORS

The initial number of Directors of the Corporation shall be one (1) . The number of Directors may be increased or decreased by the Bylaws adopted by the Shareholders at any time.

ARTICLE IX - NAME OF DIRECTORS

The names and addresses of the members of the first Board of Directors are:

RONALD J. CECERE
Bay Number 1
3851 Northwest 126th Avenue
Coral Springs, Florida 33065

ARTICLE X - INCORPORATORS

The names and addresses of the incorporators are:

RONALD J. CECERE
Bay No. 1
3851 Northwest 126th Avenue
Coral Springs, Florida 33065



Ronald J. Cecere

STATE OF FLORIDA)
 SS
COUNTY OF)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Ronald J. Cecere, who produced a driver's license as identification, or is personally known to me and who executed the foregoing and acknowledged that same was executed freely and voluntarily for the purpose therein expressed.

WITNESS my hand and seal at the County and State aforesaid this 16 day of June, 1998.

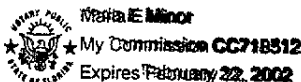


NOTARY PUBLIC

MARIA E. MINOR

Notary (Print)

My Commission Expires:



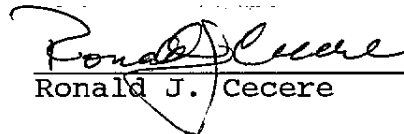
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First that **SOS DISCOUNT LIQUIDATORS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Coral Springs, Florida, has named **Ronald J. Cecere**, located at **3851 Northwest 126th Avenue, Bay No. 1, Coral Springs, Florida 33065**, as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED 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 provisions of said Act relative to keeping open said office.



Ronald J. Cecere

FILED
98 JUN 22 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA