

LAW OFFICE OF
DAVID LEE CARLSON, P.A.
8180 N.W. 36TH ST.
SUITE 100
MIAMI, FLA. 33166

DAVID LEE CARLSON

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P98000057983

June 22, 1998

SECRETARY OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
PO BOX 6327
TALLAHASSEE, FLORIDA 32301

000002574550--6
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*****78.75 *****78.75

RE: Dollar Fair, Inc.

Dear Sir:

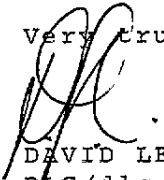
Enclosed is original and one copy of Articles of Incorporation for the above proposed new corporation, together with check in the sum of \$78.75 for the following:

Filing fee	\$ 35.00
Registered Agent	35.00
Certificate of Status	8.75

T O T A L \$ 78.75

Thank you for your attention to this matter.

Very truly yours,


DAVID LEE CARLSON
DLC/dlc
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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U-3098
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ARTICLES OF INCORPORATION

OF

DOLLAR FAIR, INC.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

DOLLAR FAIR, INC.

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be as follows:

To conduct the business of commercial retail and all other facets of the retailing business and similar endeavors and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation.

To carry on such business at one or more locations in this State or other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association or corporation.

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

To buy, sell issue, lease, manufacture and generally trade in all kinds of goods, wares and merchandise at wholesale and retail: to purchase and acquire, sell, lease, deal and trade in real property of every class and description whether as principal on its own account or as agent, factor or broker for others.

To purchase, hold and re-issue the shares of its capital stock, and to subscribe to, purchase or otherwise acquire, or to become surety in respect to the stock, bonds or other securities and obligations of other companies.

To purchase, hold and re-issue the shares of its capital stock, and to subscribe to, purchase or otherwise deal kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts: to buy, sell,

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TALLAHASSEE, FLORIDA

assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon corporations for profit under the laws of the State of Florida, are hereby included and prayed for.

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

ARTICLE III.

The maximum number of shares of stock which this corporation may issue at this time shall be ONE THOUSAND (1000) SHARES, each share to be of No-par value, all of which shares to be issued fully paid and non-assessable. The capital stock of this corporation may be paid for 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.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V.

The existence of the corporation shall be perpetual.

ARTICLE VI.

The initial principal office and place of business of this corporation shall be: 10633 Kendale Blvd., Miami, FL., 33176, with the privilege of establishing other offices and places of business throughout the State of Florida and other states and foreign countries.

ARTICLE VII.

The number of directors of this corporation shall be one or more.

ARTICLE VIII.

The name and post office address of the director who, subject to the By-Laws, has been selected to hold office until his successor is elected and has been qualified, is as follows:

Pedro Gonzalez, President-Director
10633 Kendale Blvd.,
Miami, Florida, 33176

ARTICLE IX.

The name and address of the subscribers to the Certificate who agree to take stock are as follows:

Pedro Gonzalez
10633 Kendale Blvd.
Miami, Florida 33176
1000 SHARES (\$500.00)

ARTICLE X.

The name and registered office of the Registered Agent is:

DAVID LEE CARLSON, ESQ.
8180 N.W. 36th St, Ste. 100, Miami, Florida 33166

ARTICLE XI.

The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders, including provisions governing the issuance of stock certificates (provided such provisions are not contrary to the laws of this State) shall be controlled by the By-Laws which shall be adopted by the corporation within sixty (60) days after this corporation shall have been 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 made and subscribed this Certificate of Incorporation for the uses and purposes aforesaid.

Pedro Gonzalez L.S.
PEDRO GONZALEZ

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 22 day of June, 1998 by Pedro Gonzalez who is (are) personally known to me or who produced _____ as identification and who did (did not) take an oath.

David Lee Carlson
Notary Public, State of Florida

My Commission Expires:

The undersigned, DAVID LEE CARLSON, does hereby certify that he is the Registered Agent for Dollar Fair, Inc., a Florida Corporation, and he hereby agrees to accept said appointment and act as the registered agent, with his registered office at 8180 N.W. 36th St., Suite 100, Miami, Florida, 33166.

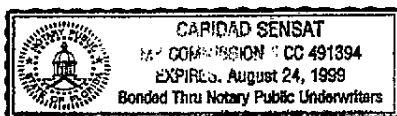
David Lee Carlson
DAVID LEE CARLSON
Registered Agent

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23 day of JUNE, 1998 by DAVID LEE CARLSON who is personally known to me or who produced N/A as identification and who did (did not) take an oath.

Caridad Sensat
Notary Public, State Of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA