

P980000 77003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Closeouts Unlimited, Inc.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

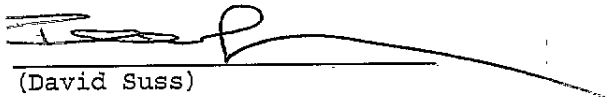
This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Please forward the articles to our accountants:

Keystone, Steinberg & Company
1720 Harrison Street #7B
Hollywood, FL 33020

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-08/31/98--01126--011
****122.50 ****122.50

Very truly yours,



(David Suss)

CLOSEOUTS UNLIMITED, INC.

Mailing Address of Corporation

2524 North 38th Avenue

Hollywood, FL 33021-1356

APPROVED
AND
FILED
98 AUG 31 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is:

CLOSEOUTS UNLIMITED, INC.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:

2524 North 38th Avenue
Hollywood, FL 33021-1356

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2524 North 38th Avenue
Hollywood, FL 33021-1356

and the name of the initial registered agent of this corporation at that address is:

DAVID SUSS

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have One (1) Director to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Director is:

David Suss, 2524 North 38th Avenue, Hollywood, Florida 33021-1356

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

David Suss
2524 North 38th Avenue
Hollywood, Florida 33021-1356

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED: 8/28/98

BY David Suss


(Incorporator)

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

Certificate of Registered Agent of

CLOSEOUTS UNLIMITED, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 2524 North 38th Avenue
Hollywood, FL 33021-1356

has named DAVID SUSS

Located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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