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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: ROSE DOLLAR SHOP, INC.

AUDIT NUMBER.....H98000018316

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION**  
**FOR**  
**ROSE DOLLAR SHOP, INC.**

Prepared by:

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## ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of a corporation for profit.

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### ARTICLE I

The name of this corporation shall be:

**ROSE DOLLAR SHOP, INC.**

Its business shall be carried on in the County of Palm Beach, State of Florida, and in the United States of America.

### ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as a natural person might or could do, viz:

a.) To engage in the business of general goods and merchandise sales, the operation of direct and Internet sales of general goods and merchandise, the importation and exportation of general goods and merchandise; and to in general conduct business in the sale, promotion, and distribution of general goods, merchandise and related materials, products and services; and to deal in general as a general goods and merchandising company in the retail and wholesale markets; and to conduct all business pertaining to such a company; and to perform any and all acts necessary to the accomplishment and furtherance of the above stated purposes.

b.) To purchase, rent, lease, acquire, store, warehouse, stock, and to own, mortgage, pledge, sell, trade, transfer or otherwise dispose of or invest in, trade in, deal in and with goods, wares, equipment, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph or cemetery company, savings and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

c.) To conduct business or businesses in and have one or more warehouses, retail outlets or stores, or offices in the State of Florida, and in any and / or all other states and countries; to conduct business in the sales of general goods and merchandise, and of all related products and / or services, if any; and to operate as a general goods and merchandise distribution and wholesale and retail sales company, and to engage in any and all related businesses, products, sales or services related to such

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a business, including the promotions, advertising and trading among collectors, wholesalers, importers, exporters and the general public; and in general to do everything suitable, necessary, proper and conducive to the successful operation of such a business or company.

d) In general to conduct and operate any and all businesses and business activities for which a corporation is currently authorized to conduct or operate under the laws of the State of Florida or as a corporation may in the future be authorized to conduct or operate.

### ARTICLE III

a.) The corporation shall be empowered to borrow money and or to contract debts when necessary for the transaction of its business or businesses or for the exercise of its interests, or for any and all lawful purposes of its incorporation; to issue bonds, promissory notes, debentures and or other obligations, or evidences of indebtedness for the purpose of furthering the corporation in any of its interests or endeavors.

b.) The corporation shall further be empowered to do any and all things necessary and proper for the accomplishment of its corporate goals as may be deemed necessary by the board of directors in any one of its regular or special meetings; it being understood that the foregoing enumeration of specific powers shall never be deemed to be exclusive, but rather incidental to all the other powers conferred to the corporation by the Statutes of the State of Florida which are hereby included.

c.) Not limited to the foregoing, or to any Article of these Articles of Incorporation, this corporation shall be empowered to conduct and transact in any and all trading, purchasing, exchanges, sales, leasing, auctions, brokerage, and / or any and all business or businesses for which corporations may incorporate under the laws of the State of Florida, and under any future Statutes of the State of Florida, for which it shall be legal for a corporation to so engage in within this State at anytime in the future.

### ARTICLE IV

This corporation shall be empowered to have one or more offices to carry on all or any of its corporate operations and business(es) and without restriction or limitation as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, rent, lease, convey or otherwise dispose of real or personal property of any class and description in any State, District, Territory, or colony of the United States of America. Furthermore, this corporation may apply for, obtain, register, purchase, own, lease, or otherwise acquire and hold, use, pledge, lease, sell, assign, or otherwise dispose of formulas, secret processes, distinctive marks, copy rights, patents, licences, concessions and the like, whether used by any country or authority and to issue, exercise, develop and/or grant licenses in respect thereof, or otherwise turn the same to account; and to establish, purchase, lease, or otherwise

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acquire to own, operate and maintain, and to sell, mortgage, lease as lessor and otherwise dispose of retail stores, or departments therein and to conduct a general merchandising business therein; and to advertise such; and to advertise any brand name, trade mark or trade name that it may hold.

## ARTICLE V

The Maximum number of shares of this corporation shall be Five Hundred (500) shares, each having no par value per share and all of which shall be common stock. Said shares of stock shall be issued, sold or transferred only in accordance with the bylaws of the corporation as the corporation may from time to time make, with a lien at all times reserving in favor of the corporation for any indebtedness which may be due at any time by the holder(s) of the same to the corporation and such lien shall be superior to all other liens of any character or nature and all assignments and transfers of stock of this corporation shall be subject thereto.

## ARTICLE VI

All corporate shares in this corporation shall be of only one class (common stock), and with equal preference, limitations and rights, there being no superior shares. The company shall reserve the right to issue non-voting shares of common stock in the future.

## ARTICLE VII

The duration of this corporation shall be perpetual. Commencement of this corporation shall be as of the time of filing of these Articles of Incorporation with the Department of State, State of Florida, Secretary of State.

## ARTICLE VIII

The initial principal office and place of business of this corporation shall be:

14356 SW 38th Street  
Miami, Florida 33175

This corporation shall have the power to transact its business and to establish offices and agencies in such other places, both within and outside the State of Florida, as its board of directors may authorize.

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of directors and the shareholders. These Articles of Incorporation may be amended in any manner provided by law. Any such amendment(s) shall be approved by the stockholders at a stockholder's meeting by a majority of the voting stock.

#### ARTICLE XIV

No person shall be required to first own, hold or control any stock in this corporation as a condition precedent to holding any office in this corporation; nor shall the holding of ownership or controlling of any stock in this corporation be an impediment to holding any office in this corporation.

#### ARTICLE XV

These Articles of Incorporation are hereby delivered to the Secretary of State's office, State of Florida, this 30<sup>th</sup> day of September, 1998, as required by Florida State Statute.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and caused to be filed in the Office of the Secretary of State, these Articles of Incorporation this 30<sup>th</sup> day of September A.D. 1998.

  
EDGAR PEREZ

STATE OF FLORIDA :

COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared EDGAR PEREZ, who acknowledged that he signed the foregoing Articles of Incorporation and that he signed the same for the purposes therein expressed freely and voluntarily and who produced the following form(s) of identification:

F.D.L. No. # P620-200-72-385-0

Exp. 10-25-2000

WITNESS my official hand and seal at Miami, Dade, Florida, this 30<sup>th</sup> day of September A.D. 1998.

My Commission Expires:



  
NOTARY PUBLIC, State of Florida at Large

Date of Commission  
My Commission CC725694  
Expires March 18, 2002

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Signature: Edgar Perez  
EDGAR PEREZ  
Registered Agent

Date: 9-30-98

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