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LAW OFFICES
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BENJAMIN S. KENNEDY, JR.

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October 16, 1998

Secretary of State
Division of Corporations
409 East Gains Street (32301)
Post Office Box 6327
Tallahassee, Florida 32314

Re: AMERICA'S SUPERSTORE, INC.

800002667098--6
-10/19/98--01098--011
*****122.50 *****78.75

Dear Sir/Madam:

Enclosed please find an original Articles of Incorporation and Registered Agent form for the captioned corporation and a copy of same.

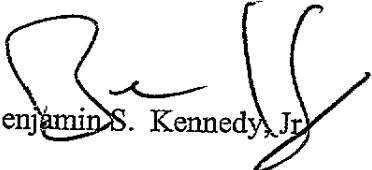
Please file the original in your office and certify the copy and send same back to my office in the enclosed return envelope provided. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State for:

Receiving, filing and indexing Articles of Incorporation	\$35.00
Certified copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$122.50

Please do not hesitate to call our office if you have any questions.

Very truly yours,

BENJAMIN S. KENNEDY, JR., P.A.


Benjamin S. Kennedy, Jr.

BSK:dm
Enclosure

c:\clients\div-corp.sos

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

424

**ARTICLES OF INCORPORATION
OF
AMERICA'S SUPERSTORE, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Florida Statutes §607.0101, et seq., hereby adopts the following Articles of Incorporation:

ARTICLE ONE

1.01 The name of the corporation is AMERICA'S SUPERSTORE, INC.

ARTICLE TWO

2.01 The corporation is to have perpetual existence.

ARTICLE THREE

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The corporation shall have all powers permitted to a corporation under the Florida Business Corporation act as enumerated in Florida Statute §607.0302 and §607.0303.

ARTICLE FOUR

4.01 The aggregate number of shares which the corporation shall have the authority to issue is 10,000, all of which shall be common shares with a par value of \$1.00 per share.

ARTICLE FIVE

5.01 The street address of the initial registered office of the corporation is 141 Alexander Palm Road, Boca Raton, Florida 33432, and the name of the initial Registered Agent at that address is Jeff Baker.

ARTICLE SIX

6.01 The name and address of the incorporator of this corporation is:

Name

Address:

Jeff Baker

141 Alexander Palm Road
Boca Raton, Florida 33432

ARTICLE SEVEN

7.01 One (1) director shall constitute the initial Board of Directors of the corporation, but the Bylaws may provide for such increase or decrease in number thereof as is authorized by law.

7.02 The name and address of the member of the first Board of Directors is:

Name

Address:

Jeff Baker

141 Alexander Palm Road
Boca Raton, Florida 33432

ARTICLE EIGHT

8.01 Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE NINE

9.01 The effective date of this corporation shall be the date filed with the Secretary of State of Florida.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 12th day of October, 1998.

By: _____

Jeff Baker
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that AMERICA'S SUPERSTORE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 141 Alexander Palm Road, Boca Raton, Florida 33432.

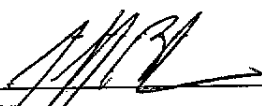
Second, named Jeff Baker, located at 141 Alexander Palm Road, Boca Raton, Florida 33432, as its Agent to accept service of process within Florida.



Jeff Baker
Incorporator

Date: 10/12/98

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 provisions of all Statutes relative to the proper and complete performance of my duties.



Jeff Baker
Registered Agent

Date: 10/12/98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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