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Florida Department of State
Division of Corporations
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To: Division of Corporations
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EFFECTIVE DATE 12-1-98

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CLOSEOUTS USA, INC.

Certificate of Status	0
Certified Copy	1
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12/2/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 1, 1998

EMPIRE

SUBJECT: USA DISTRIBUTORS, INC.
REF: W98000026837

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS U.S. DISTRIBUTORS, INC. DOC #P94000021214.

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Neysa Culligan
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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLOSEOUTS USA, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

Closeouts USA, Inc.

ARTICLE II

The corporation may engage in any and all activities and businesses permitted under the laws of The United States and of the State of Florida. The corporation shall have all the powers vested in the corporation organized under and existing by virtue of the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

The existence of the corporation shall be perpetual. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Prepared:
R.J. Terpening,
Vice President - Finance
Cosmyl, Inc.
4401 Ponce de Leon Blvd.
Coral Gables, Fl. 33146
305-446-5666

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ARTICLE V

The street address of the initial registered office of the corporation is 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146 and the initial registered agent of the corporation at that address is Robert J. Terpening.

ARTICLE VI

The corporation shall have no director(s) initially. The number of directors may be increased or diminished from time to time pursuant to the bylaws of the corporation, but shall not be less than one nor more than seven.

ARTICLE VII

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used.

ARTICLE VIII

A director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve such director personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

ARTICLE IX

The name and street address of the incorporator signing these articles is Robert J. Terpening, 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146.

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ARTICLE X

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

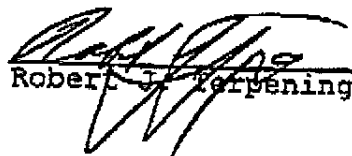
ARTICLE XI

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

ARTICLE XII

The principal place of business of the Corporation is 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146.

EXECUTED at Coral Gables, Florida, this 1st day of December 1998.


Robert J. Terpene

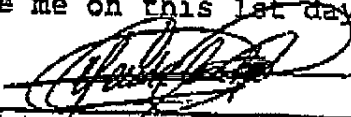
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STATE OF FLORIDA :
: SS
COUNTY OF DADE :

BEFORE ME, the undersigned authority, personally appeared, ROBERT J. TERPENING, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of Closeouts USA, Inc., acknowledged that he freely and voluntarily executed the said Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 1st day of December 1998.



Notary Public, State of Florida

MELVA G. EATON
MY COMMISSION # CC693884
EXPIRES NOVEMBER 4, 2001
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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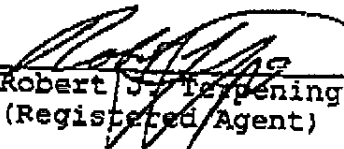
**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that Closeouts USA, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at Miami, Dade County, State of Florida, has named ROBERT J. TERPENING, located at 4401 Ponce de Leon Blvd., Coral Gables, Florida 33146, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.

by 
Robert J. Terpening
(Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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