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Florida Incorporators, Inc.

Mark S. Hankins
President
1221 Brickell Avenue, Suite 900
Miami, Florida 33131

January 21, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/25/99--01030--015
*****78.75 *****78.75

RE: The Discount Rack, Inc.

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
99 JAN 25 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles Of Incorporation
OF
THE DISCOUNT RACK INC.

FILED
99 JAN 25 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is The Discount Rack Inc.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is TWO (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

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TALLAHASSEE, FLORIDA

MIROSLAV POSAVEC
564 29TH AVE SW
VERO BEACH, FL 32968

CHARLES P. KEY, JR.
PO box 6699
VERO beach, FL 32961

SEVENTH: The name and address of the incorporator is:

MIROSLAV POSAVEC
564 29TH AVE SW
VERO BEACH, FL 32968

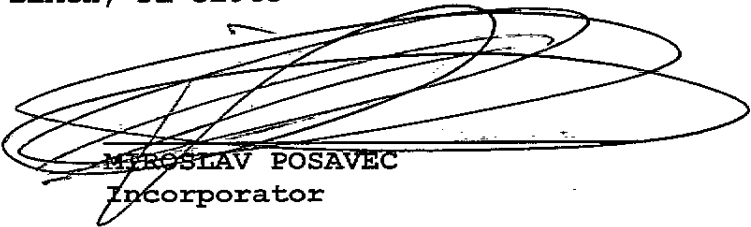
EIGHTH: The name and address of the initial registered agent and the initial registered office is:

MIROSLAV POSAVEC
564 29TH AVE SW
VERO BEACH, FL 32968

NINTH: The mailing address and principal office of the corporation is:

THE DISCOUNT RACK INC.
564 29TH AVE SW
VERO BEACH, FL 32968

DATED: January 8, 1999



MIROSLAV POSAVEC
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.



MIROSLAV POSAVEC