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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

BARGAINS U.S.A. WHOLESALE, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 10, 1999

BUSINESS WORLD

SUBJECT: BARGAINS U.S.A. WHOLESALE, INC.
REF: W99000005800

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 LAST 2 PAGES OF THIS DOCUMENT ARE NOT LEGIBLE. THE REGISTERED AGENT STATEMENT SOME OF THE WORDS ARE BEARLY VISIBLE. PLEASE CORRECT AND RESEND THE ARTICLES.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000005740
Letter Number: 099A00011335

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be: BARGAINS U.S.A. WHOLESALE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

835 W. 17 ST.
HIALEAH, FL. 33010

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated "COMMON SHARES."

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

ANAYANCY M. CAULA
19139 N.W. 23 CT.
PEMBROKE PINES, FL. 33029

Prepared By: ANAYANCY M. CAULA
19139 N.W. 23 CT.
PEMBROKE PINES, FL. 33029
305 7855104

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ARTICLE V
INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

ANAYANCY M. CAULA
19139 N.W. 23 CT.
PEMBROKE PINES, FL. 33029

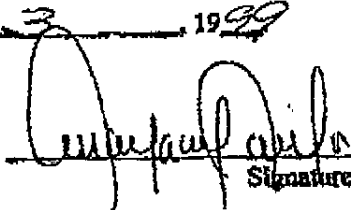
DIRECTOR & PRESIDENT
& SECRETARY

FRANK C. MUNIZ
3865 ESTAPONA AVE.
MIAMI, FL. 33172

DIRECTOR & VICE PRESIDENT

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

8 day of 3, 1999


Signature

Signature

Signature 345

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BARGAINS U.S.A. WHOLESALE, INC.

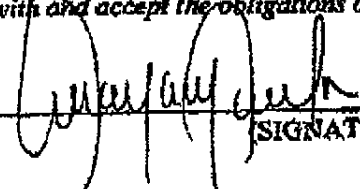
2. The name and address of the registered agent and office is:

ANAYANCY M. CAULA
19139 N.W. 23 CT.
PEMBROKE PINES, FL. 33029

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Having been named as registered agent and to accept service of process for the above used
corporation at the place designated in this certificate, I hereby accept the appointment
registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relating to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.



(SIGNATURE)

3/8/99

(DATE) 348

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