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THE UNITED STATES
CORPORATION
COMPANY

FILED

99 MAY 26 AM 10:52

ACCOUNT NO. : 072100000032

REFERENCE : 254670 7185298

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

ORDER DATE : May 26, 1999

ORDER TIME : 2:41 PM

ORDER NO. : 254670-005

200002887742-9

CUSTOMER NO: 7185298

CUSTOMER: Ms. Rosalie Cosio
ONCE AGAIN CONSIGNMENT SHOPPE,
ONCE AGAIN CONSIGNMENT SHOPPE,
16540 Royal Poinciana Court

Fort Lauderdale, FL 33326

DOMESTIC FILING

NAME: ONCE AGAIN CONSIGNMENT SHOPPE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

PH 5/27/99
(4)

RECEIVED
99 MAY 26 PM 3:17
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ONCE AGAIN CONSIGNMENT SHOPPE INC.
A Florida Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to and acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME and PRINCIPAL OFFICE

The name of this corporation shall be ONCE AGAIN CONSIGNMENT SHOPPE INC., a Florida Corporation, and the principal place of business and mailing address of this corporation shall be : 4989 SW 148 AVENUE, DAVIE, FLORIDA 33330

ARTICLE II

DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III

PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows :

Number of Shares	Par Value	Class of
Authorized	Per Shares	Stock
1000	.01	COMMON

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every shareholder of this corporation shall have the preemptive right to purchase his pro rata share thereof at the price which it is offered to others, whether or not in excess of par. Fractional shares need to be issued on account of this provision.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be at 4989 SW 148 AVENUE, DAVIE, FLORIDA 33330 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be ROSALIE COSIO.

ARTICLE VI
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and address of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be :

<u>Name</u>	<u>Address</u>
ROSALIE COSIO	4989 SW 148 AVENUE, DAVIE, FLORIDA 33330

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is ROSALIE COSIO at 4989 SW 148 AVENUE, DAVIE, FLORIDA 33330

ARTICLE VIII
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE IX
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 7 day of May, 1999.

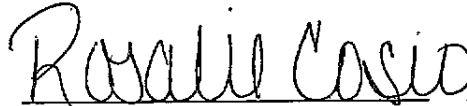

ROSALIE COSIO.

**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 the laws of the State of Florida, the following is submitted: ONCE AGAIN CONSIGNMENT SHOPPE INC. desiring to organize or qualify under the laws of the State of Florida, with its registered office at 4989 SW 148 AVENUE, DAVIE, FLORIDA 33330, has named ROSALIE COSIO at 4989 SW 148 AVENUE, DAVIE, FLORIDA 33330 as its statutory Resident Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Resident Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office upon.



ROSALIE COSIO.
Registered Agent

Address : 4989 SW 148 AVENUE, DAVIE, FLORIDA 33330
DATED : this 7 th day of May, 1999.

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99 MAY 26 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA