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May 11th, 1999

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-05/17/99--01111--001
*****70.00 *****70.00

Re: The Best For Less Inc.

Gentlemen:

Enclosed please find the original and one (1) copy of the articles of incorporation and a check for the sum of \$70.00 for the filing fee.

Yours truly,


Winsome Robertson

The Best For Less Inc.
14860 N. Miami Avenue
Miami, FL 33168
(305) 947-3806

FILED
99 MAY 27 AM 7:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 20, 1999

WINSOME ROBERTSON
THE BEST FOR LESS INC
14860 N MIAMI AVE
MIAMI, FL 33168

SUBJECT: THE BEST FOR LESS INC.
Ref. Number: W99000011813

We have received your document for THE BEST FOR LESS INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 999A00027957

ARTICLES OF INCORPORATION
Of
THE BEST FOR LESS TRADERS INC.

The undersigned subscribers to these Articles of incorporation. Natural person competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1 - CORPORATE NAME

The name of the corporation is: THE BEST FOR LESS TRADERS INC.

ARTICLE 11 - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE 111 - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE 1V - CAPITAL STOCK

The corporation is authorized to issue One thousand (1000) shares at \$1.00 par value Common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation is:

Winsome Robertson
14860 N. Miami Avenue
Miami, FL 33168

The mailing address for the corporation is the same as the registered office.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The business of the corporation shall be managed by its Board of Directors. The number of Directors constituting the entire Board shall not be less than one (1) person and subject to such minimum may be increased or decreased from time to time by amendment of the by-laws in a manner not prohibited by law. Until so changed, the original number of director shall be one (1). The name and address of the initial director of the corporation is as follow:

Winsome Robertson
14860 N. Miami Avenue
Miami, FL 33168

ARTICLE VII- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follow:

Winsome Robertson
14860 N. Miami Avenue
Miami, FL 33168

ARTICLE VI11 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 11th day of May, 1999.


Winsome Robertson

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, personally appeared Winsome Robertson, to be well known and known to me to be the individual who executed the foregoing articles of Incorporation and acknowledged before me that she executed the foregoing for the purposes therein expressed,

WITNESS my hand and official seal in the County and State above-named on this 11th day of May, 1999.

Notary Public Signature:



My Commission Expires:



SOLA GAFARU
COMMISSION # CC 644825
EXPIRES JUN 20, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

The Best For Less Traders Inc

Pursuant to Florida statutes Sections 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of incorporation

at: 14860 N. Miami Avenue
Miami, FL 33168

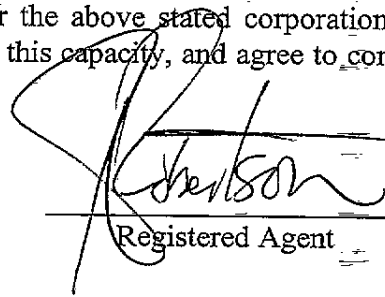
has named: Winsome Robertson

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

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TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.



Registered Agent