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7861 N.W. 20<sup>th</sup> Court  
Sunrise, Florida 33322

June 2, 1999

FILED  
99 JUN -7 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-06/07/99--01115--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Adryana Thrift Stores, Inc.

Dear Sir/Madam:

Enclosed please find the following for filing with the Secretary of State:

1. Original and copy of Articles of Incorporation for Adryana Thrift Stores, Inc., together with a check in the amount of \$70.00, representing filing fee.

Please file the Articles of record and return a conformed copy to my attention.

Cordially,

  
DOROTHY AARONS

Encls.

6-9-99

**ARTICLES OF INCORPORATION  
OF  
ADRYANA THRIFT STORES, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is: ADRYANA THRIFT STORES, INC.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE**

The principal office address of this corporation is:

5739 Pembroke Road  
Hollywood, Florida 33023

**ARTICLE III - BEGINNING OF CORPORATE EXISTENCE**

The existence of this corporation shall commence on the earliest day allowable pursuant to Florida law for the commencement of corporate existence; and shall continue perpetually unless dissolved according to law.

**ARTICLE IV - PURPOSE**

The general nature of the business or businesses to be transacted by the corporation is as follows: The transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purposes.

#### **ARTICLE VI - GRANT OF PREEMPTIVE RIGHTS**

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
DOROTHY AARONS	7861 N.W. 20 <sup>th</sup> Court Sunrise, Florida 33322

#### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The business of this corporation shall be conducted by a Board of Directors of not less than four (4) Directors, whose names and addresses are as follows:

Dorothy Aarons  
7861 N.W. 20<sup>th</sup> Court  
Sunrise, Florida 33322

Richard Aarons  
7861 N.W. 10<sup>th</sup> Court  
Sunrise, Florida 33322

Diane Carroll  
7861 N.W. 20<sup>th</sup> Court  
Sunrise, Florida 33322

David Walters  
7861 N.W. 10<sup>th</sup> Court  
Sunrise, Florida 33322

#### ARTICLE IX - INCORPORATOR

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

DOROTHY AARONS  
7861 N.W. 20<sup>th</sup> Court  
Sunrise, Florida 33322

#### ARTICLE X - INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as Officers or Directors of the corporation, and each person who serves at the request of the corporation as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contained restrict the right of

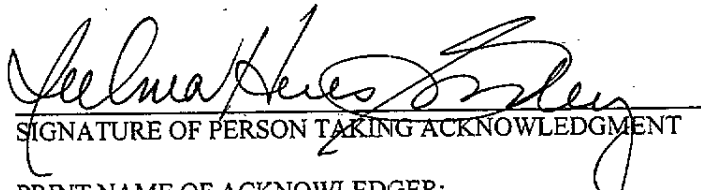
the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

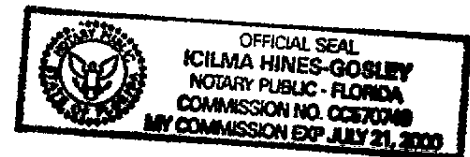
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of June, 1999.

  
**DOROTHY AARONS**  
Incorporator

STATE OF FLORIDA     )  
                                  ) ss.:  
COUNTY OF BROWARD    )

3<sup>rd</sup> The foregoing instrument was acknowledged before me this day of June, 1999, by DOROTHY AARONS, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed, and who is personally known to me.

  
SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT  
PRINT NAME OF ACKNOWLEDGER:  
TITLE:  
COMMISSION NUMBER:



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 SECTIONS 48.091 and 617.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT ADRYANA THRIFT STORES, INC, DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT CITY OF HOLLYWOOD, STATE OF FLORIDA, HAS NAMED DOROTHY  
AARONS, LOCATED AT 7861 N.W. 20<sup>TH</sup> COURT, SUNRISE, STATE OF FLORIDA, AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

ADRYANA THRIFT STORES, INC., a Florida  
corporation

By:   
DOROTHY AARONS

TITLE: Incorporator

DATE: June 3<sup>rd</sup>, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

  
DOROTHY AARONS

DATE: June 3<sup>rd</sup>, 1999

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TALLAHASSEE, FLORIDA