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ABBETT TAX SERVICE



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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

JUNE 30, 1999

RE: THE BARGAIN BARN, INC.

ENCLOSED ARE THE ARTICLES OF INCORPORATION AND CERTIFICATE OF
ACKNOWLEDGEMENT OF REGISTERED AGENT AND A CHECK FOR THE FILING
FEE IN THE AMOUNT OF \$ 70.00, FOR THE CORPORATION:

THE BARGAIN BARN, INC.

000002934940--4
-07/19/99--01100--016
*****70.00 *****70.00

SINCERELY,

Joanne M. Guistina
JOANNE M. GUISTINA, E.A.

Joanne ——— GAVE
AUTHORIZATION BY PHONE TO
CORRECT 7-27-99
DATE Art. IV
DOC EXAM mm

FILED
99 JUL 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 JUL 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

The Bargain Barn, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: The Bargain Barn, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

The Bargain Barn, Inc.
1211 Lake Avenue
Lake Worth, Fl 33460

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 (One thousand) of \$1.00 (One Dollar) per share par value Common Stock, which shall be designated "Common Shares".

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Russell G. Janis
1211 Lake Avenue
Lake Worth, Fl 33460

ARTICLE V - TERM OF EXISTENCE

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

ARTICLE VI - PURPOSE

The corporation is organized for the purpose of rendering services and selling products to the general public in accordance with the laws of the state of Florida.

ARTICLE VII - NUMBER OF DIRECTORS

The corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than (1). The director namely shall be:

Russell G. Janis
1323 North "O" Street
Lake Worth, Fl 33460

President/Treas/Secretary

ARTICLES VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Russell G. Janis
1323 North "O" Street
Lake Worth, Fl 33460

The undersigned has executed these Articles of Incorporation this
_____ day of June, 1999.

X Russell G. Janis

Russell G. Janis
The Bargain Barn, Inc.

STATE OF FLORIDA

COUNTY OF PALM BEACH

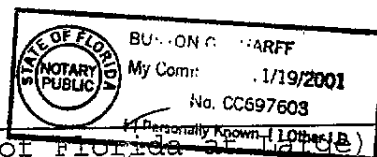
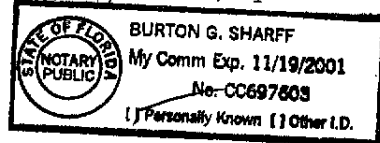
Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Nancy Wilson who is known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have herunto affixed by hand and seal, in the State and County aforesaid, this 24 day of June, 1999.

Burton G. Sharff

(Notary Public, State of Florida ~~at Large~~)

Notary Seal/My Commission expires:



CERTIFICATE OF ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFIED OF REGISTERED AGENT
OF

The Bargain Barn, Inc.

Pursuant to Florida Statutes Section 48.091 and 607.034 the following is submitted:

The above corporation desiring to organize under the laws of the State of Florida with it registered office as indicated in the Articles of Incorporation, at 1211 Lake Avenue Lake Worth, Florida, 33460, has named Russell G. Janis at aforesaid address, as its Registered Agent to accept services of process within this state.

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 keeping open said office.

X *Russell G. Janis*

Russell G. Janis, Registered Agent

FILED
99 JUL 19 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA