

NEAL ESSERMAN
325 CHICASAW COURT • JACKSONVILLE, FL 32259
(904) 287-0871 • (904) 230-0241 fax

PO2000084225

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

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*****70.00 *****70.00

August 1, 2002

Ladies/Gentlemen:

I have enclosed the Articles of Incorporation for RETAIL CONSULTING AND PLANNING, INC. and a check for \$70.00. Also enclosed is a copy of the Articles of Incorporation. Would you please time and date stamp it and return to me in the enclosed stamped envelope. Thank you for your assistance.

Sincerely,



Neal Esserman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ggs/s

ARTICLES OF INCORPORATION
OF
RETAIL CONSULTING AND PLANNING, INC.

ARTICLE I NAME

The name of the corporation shall be RETAIL CONSULTING AND PLANNING, INC.

The address of the principal office of this corporation shall be 325 Chicasaw Ct., Jacksonville, FL 32259 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 325 Chicasaw Ct., Jacksonville, FL 32259 and the name of the initial registered agent of the corporation is Neal Esserman whose address is 325 Chicasaw Ct., Jacksonville, FL 32259.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director initially. The names and street addresses of the initial member of the Board of Directors is Neal Esserman, 325 Chicasaw Ct., Jacksonville, FL 32259.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE III. OFFICERS

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation or until their successors are elected or appointed is:

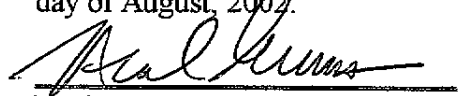
President: Neal Esserman, 325 Chicasaw Ct., Jacksonville, FL 32259

Vice President/Treasurer: Neal Esserman, 325 Chicasaw Ct., Jacksonville, FL 32259.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is Neal Esserman, 325 Chicasaw Ct., Jacksonville, FL 32259.


IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 1 day of August, 2002.



Neal Esserman

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Neal Esserman having a business office identical with the office of the registered office of the Registered Agent named above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Neal Esserman