

P030000173084

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

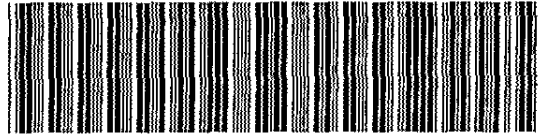
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000022303400

118/20/03--01057--005 **95.00

FILED
03 AUG 20 AM 11:00
SECRETARY OF STATE
HALLMARKSSEE FILED

Amended + Restated Articles
w/ name chg.

mm
8/22/03

STEVEN H. KANE*
JEFFREY M. KOLTUN**
ELISA A. CAWOOD***

*L.L.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**Also admitted in Ohio
and Kentucky

***Also admitted in Kentucky
and Missouri

KANE AND KOLTUN
ATTORNEYS AT LAW
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
557 NORTH WYMORE ROAD
SUITE 100
MAITLAND, FLORIDA 32751
E-MAIL: lawoffices@kaneandkoltun.com

TELEPHONE
(407) 661-1177

TELEFAX
(407) 660-6031

August 18, 2003

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation of Retail Detail, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

In connection with the amendment and restatement of the Articles of Incorporation of the above corporation, I have enclosed the following:

1. An original and one copy of Amended and Restated Articles of Incorporation of Retail Detail, Inc. which, among other things, changes the name of the corporation to Retail Detail Merchandising, Inc.
2. A check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

Please endorse your approval of the Amended and Restated Articles of Incorporation on the additional signed copy and return the docketed copy to me.

Please contact me if you have any questions or need additional information.

Sincerely,



Jeffrey M. Koltun

JMK:rv

Enclosures

cc: Mr. Charles E. Lane, Jr.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RETAIL DETAIL, INC.**

Pursuant to the provisions of Section 607.1007, *Florida Statutes*, the following constitutes the amended and restated Articles of Incorporation of RETAIL DETAIL, INC.

Section 1 – Name and Background

RETAIL DETAIL, INC. is a corporation organized and existing under the Florida Business Corporation Act, under document number P03000073084, filed in the office of the Secretary of State on June 2, 2003.

Section 2 – Certification

Pursuant to Section 607.1007(4) *Florida Statutes*, Retail Detail, Inc. hereby certifies that the amendment and restatement of the Articles of Incorporation required shareholder approval. By written action dated August 7, 2003, the Board of Directors recommended and all of the Shareholders unanimously approved, the following amendment and restatement of the Articles of Incorporation of Retail Detail, Inc.:

ARTICLE I - NAME

The name of the corporation shall be Retail Detail Merchandising, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually.

FILED
03 AUG 20 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be engaged in under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE V - REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the registered agent of the corporation is as follows:

557 North Wymore Road, Suite 100
Maitland, Florida 32751

The name of the registered agent of the corporation is:

Jeffrey M. Koltun

The street address of the corporate offices shall be:

Post Office Box 915197
Longwood, Florida 32791

ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS

The corporation shall have directors as determined and elected in accordance with the bylaws. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

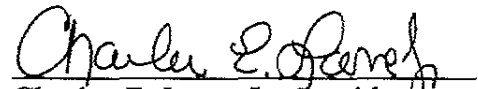
ARTICLE XI - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

Section 3 - Effective Date of Amendment

The effective date of the Amended and Restated Articles of Incorporation of Retail Detail, Inc. set forth herein shall be the date of filing of the Amendment and Restatement of Articles of Incorporation with the Secretary of State of the State of Florida.

Dated ~~July~~ ^{August} 7, 2003.


Charles E. Lane, Jr., President

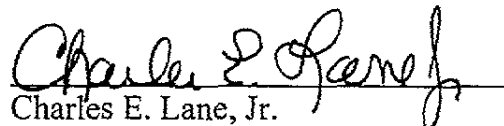
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Retail Detail Merchandising, Inc.
2. The name and address of the registered agent and office is Jeffrey M. Koltun, 557 North Wymore Road, Suite 100, Maitland, Florida 32751.

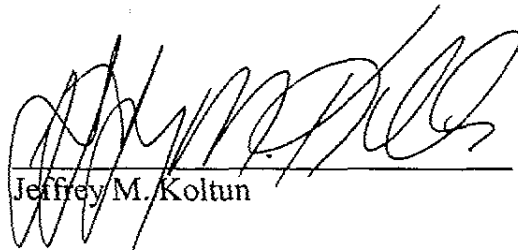
DATED ^{August}~~July~~ 7, 2003.


Charles E. Lane, Jr.

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED ^{August}~~July~~ 7, 2003.


Jeffrey M. Koltun