

MAR. 1. 2006 8:48AM

CAPITAL CONNECTION

NO. 5097

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PO 6000030780

Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850)224-8870
Fax Number : (850)224-7047

FLORIDA PROFIT/NON PROFIT CORPORATION

Retail Display Group, Inc.

Certificate of Status	0
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
RETAIL DISPLAY GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Retail Display Group, Inc.

**ARTICLE II
NATURE OF BUSINESS**

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 1,000 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock classes, shall not have preemptive rights to subscribe to the corporation's securities.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which the corporation shall begin business shall not be less than \$1,000.

ARTICLE V
BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be February 28, 2006, the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial street address of the principal office of this corporation is

14501 NW 60th Avenue
Miami Lakes, Florida 33014

ARTICLE VIII
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The name and address of the initial director of the corporation is:

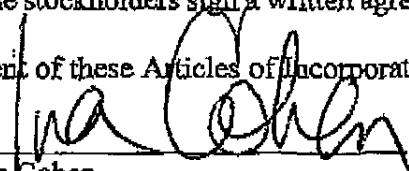
Andrew Sklar
14501 NW 60th Avenue
Miami Lakes, Florida 33014

**ARTICLE X
THE NAME AND ADDRESS OF THE SUBSCRIBER
TO THESE ARTICLES OF INCORPORATION**

Ira Cohen
Silver, Garvett & Henkel, P.A.
18001 Old Cutler Road - Suite 600
Miami, Florida 33157

**ARTICLE XI
AMENDMENT**

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

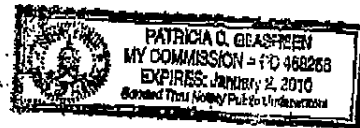

Ira Cohen

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Ira Cohen, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State aforesaid, this 28th day of February, 2006.


Notary Public, State of Florida at Large
Seal



**CERTIFICATE OF RESIDENT AGENT
OF
RETAIL DESIGN GROUP, INC.**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That Retail Display Group, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Ira Cohen, whose address is c/o Silver, Garvett & Henkel, P.A., 18001 Old Cutler Road, Suite 600, Miami, FL 33157, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

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 said Act relative to keeping open said office.


Ira Cohen, Registered Agent

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