

CATALINA[®]
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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VIA FEDERAL EXPRESS

August 20, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

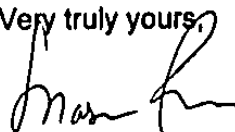
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Ladies and Gentlemen:

Enclosed is the Articles of Incorporation for Catalina Merchandising, Inc. as well as a check for \$122.50 each for payment of the filing fee and one certified copy of the Articles of Incorporation for Catalina Merchandising, Inc.

Please call me if you have any questions at (305) 558-4777 Ext. 454.

Very truly yours,



Maria Pineres
Legal Assistant

/mp
Enclosures

**ARTICLES OF INCORPORATION
OF
CATALINA MERCHANDISING, INC.**

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ARTICLE I

The name of the corporation is CATALINA MERCHANDISING, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Thomas M. Bluth, 18191 N.W. 68th Avenue, Miami, FL 33015.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Name of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 18191 N.W. 68th Avenue, City of Miami, County of Dade, State of Florida 33015, and the name of the its initial registered agent at such office is **Thomas M. Bluth**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

ROBERT HERSH
18191 N.W. 68th Avenue
Miami, Florida 33015

ARTICLE VII

The name of the Incorporator is Thomas M. Bluth and the address of the Incorporator is 18191 N.W. 68th Avenue, Miami, FL 33015.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of August, 1996.


Thomas M. Bluth - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CATALINA MERCHANDISING, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


Thomas M. Bluth - Registered Agent

Dated: August 20, 1996

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