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KANETSKY MOORE

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NAME: RETAIL CENTRIC CONSULTING, INC.  
AUDIT NUMBER.....H97000001728  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 4  
CERT. COPIES.....1 DEL.METHOD.. FAX  
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RETAIL CENTRIC CONSULTING, 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 and ADDRESS

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

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

Corporate Address:

1969 White Feather Lane  
Nokomis, FL 34275

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on February 1, 1997.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the

THIS INSTRUMENT PREPARED BY  
Erik R. Lieberman  
Attorney At Law  
P.O. Box 1767  
Venice, Florida 34284-1767  
(941) 485-1571  
Fla. Bar #399053

H97000001728

United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share. The corporation elects to have preemptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

LAWRENCE H. BERGER  
1969 White Feather Lane  
Nokomis, FL 34275

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of one director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified is as follows:

H97000001728

H97000001728

Name and street address

LAWRENCE H. BERGER  
1969 White Feather Lane  
Nokomis, FL 34275

ARTICLE VII

INCORPORATOR

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

Name and street address

LAWRENCE H. BERGER  
1969 White Feather Lane  
Nokomis, FL 34275

IN WITNESS WHEREOF, the undersigned, being the  
incorporator hereinbefore named, for the purpose of forming a  
corporation pursuant to the Florida Business Corporation Act, has  
executed these Articles of Incorporation this 29 day of  
January, 1997.

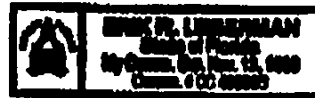
Lawrence H. Berger  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this  
29 day of January, 1997, by LAWRENCE H. BERGER, who is  
personally known to me or who has produced a driver's license as  
identification and who did not take an oath.

Eric R. Lieberman  
Printed Name of Notary:  
**ERIC R. LIEBERMAN**  
Notary Public  
Commission # \_\_\_\_\_

My commission expires:



HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

Lawrence H. Berger  
Registered Agent

DATE: January 29, 1997

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