

P97000073252

S

12:41 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000013807 7))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: RETAIL CONCEPTS, INC.
AUDIT NUMBER.....H97000013807
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM Connect: 00:01:53

4

97 AUG 23 718:40

Bm 8/25/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1997

EMPIRE

SUBJECT: RETAIL CONCEPTS, INC.
REF: W97000019427

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: E97000013807
Letter Number: 897A00042528

H97000013807

ARTICLES OF INCORPORATION

of

RETAIL CONCEPTS, INC.

97 AUG 25 11 8:40
FILED IN FLORIDA

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Retail Concepts, Inc.,
75 NE 6th Avenue, Suite 214, Delray Beach, Fl 33483.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand
(10,000) shares of One Dollar (\$1.00) par value common
stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock
of this corporation of the same kind, class or series as
that which he already holds, shall have the right to
purchase his pro rata share thereof (as nearly as may be
done without issuance of fractional shares) at the price at
which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 75 NE 6th Avenue, Suite 214, Delray Beach, Fl 33483.

and the name of the initial registered
agent of this corporation at that address is James Zengage.

Stanley S. Feinerman, Enrolled Agent, 954-462-6045
790 E. Broward Blvd., Suite 302
Ft. Lauderdale, Fl 33301

H97000013807

497000013807

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: James Zengage
Address: 75 NE 6th Avenue, Suite 214
Delray Beach, Fl 33483
Name: Mary E. Fisher
Address: 75 NE 6th Avenue, Suite 214
Delray Beach, Fl 33483

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is James Zengage, 75 NE 6th Avenue, Suite 214, Delray Beach, Fl 33483.

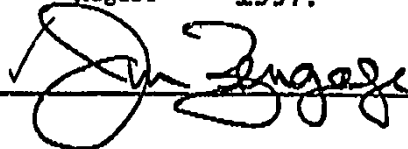
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th Day of August 1997.


_____, President

497000013807

497000013807

STATE OF FLORIDA:

COUNTY OF BROWARD :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared James Zengage known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 14th Day of August, 1997.

Stanley S. Feinerman

Notary Public
State of Florida at Large:



Stanley S. Feinerman
MY COMMISSION # 00333309 EXPIRES
March 18, 2000
BONDED THRU TROY FAN INSURANCE, INC.

NOTARY CHECK ONE:

- PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
- PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: _____

Serial No.: _____

497000013807

497000013807

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that Retail Concepts, Inc.,
desiring to organize under the laws of the State of Florida
with its principle office, as indicated in the Articles of
Incorporation at the City of Delray Beach County
of Palm Beach State of
Florida has named James Zengage
located at 75 NE 6th Avenue, Suite 214, Delray Beach, Fl 33483
County of Palm Beach, State of Florida, as its
agent to accept service of process within the state.

ACKNOWLEDGEMENT:

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 the said Act relative to keeping open said office.

By: James Zengage

Registered Agent

97 JUN 23 8:40

497000013807