

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
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Retail Carbs of
America,
Inc

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT -9 AM 11:13

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- Art of Inc. File _____ EFFECTIVE DATE
- LTD Partnership File _____ 10-8-97
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing X 10
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: CS 10/9 9:17
Name Date Time

Walk-In _____ Will Pick Up _____

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ARTICLES OF INCORPORATION
OF

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Retail Carts of America, Inc.

a Florida corporation

The undersigned, acting as incorporator of Retail Carts of America, Inc.
under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

EFFECTIVE DATE

10-8-97

The name of this Florida corporation is

Retail Carts of America, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

3706 N. Ocean Blvd. #203
Ft. Lauderdale, Florida 33308

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective October 8, 1997.

American Corporations Unlimited, Inc.
3270 NE 33 Street
Ft. Lauderdale, Florida 33308
(954) 630-0281

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3270 NE 33 Street, Ft. Lauderdale 33308 and the name of the corporation's initial registered agent at that address is American Corporations Unlimited, Inc.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

NAME

Jim Hutchinson
Carlos Aragao

American Corporations Unlimited, Inc.
3270 NE 33 Street
Ft. Lauderdale, Florida 33308
(954) 630-0281

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is:

American Corporations Unlimited, Inc.,
3270 NE 33 Street
Ft. Lauderdale, Florida 33308

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation..

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this, the
8th day of October, 1997.

By: *Betty Castillo*
Betty Castillo, Office Manager

American Corporations Unlimited, Inc.
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Ft. Lauderdale, Florida 33308
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **Retail Carts of America, Inc.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 3270 NE 33 Street, Ft. Lauderdale, Florida 33308, has named American Corporations Unlimited, Inc, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with , and accept, the obligations of that position.

American Corporations Unlimited, Inc.,

3270 NE 33 Street Ft. Lauderdale, Florida 33308



Betty Castillo Registered Agent
American Corporations Unlimited, Inc.,
Date: October 8, 1997