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ACCOUNT NO. : 072100000032

REFERENCE : 062064 6457A

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 78.75

ORDER DATE : December 11, 1998

ORDER TIME : 12:10 PM

ORDER NO. : 062064-005

900002710639--3

CUSTOMER NO: 6457A

CUSTOMER: Ms. Carol Ann Justice
ARNOLD MATHENY & EAGAN, P.A.
ARNOLD MATHENY & EAGAN, P.A.
P. O. Box 2967

Orlando, FL 32802-2967

DOMESTIC FILING

NAME: MERCHANDISING ONE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 5:35

RECEIVED
98 DEC 11 AM 2:46
DIVISION OF CORPORATIONS
[Signature]

ARTICLES OF INCORPORATION
OF
MERCHANDISING ONE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 5:35

Article I

Name, Principal Place of Business, and Duration

The name of the Corporation is Merchandising One, Inc. The principal place of business of the Corporation is 1330 W. Central Avenue, Orlando, Florida 32805. The duration of the Corporation is perpetual.

Article II

Registered Office and Agent

The address of the registered office in the State of Florida is 801 N. Magnolia Avenue, Suite 201, Orlando, Orange County, Florida 32803. The name of the registered agent at such address is Lehn E. Abrams.

Article III

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

Article IV

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:

(a) The holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

(e) Any person, upon becoming the owner or holder of any shares of the Common Stock or other securities having voting rights issued by this Corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V

Incorporator

1. The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Lehn E. Abrams	801 N. Magnolia Avenue, Suite 201 Orlando, Florida 32803

2. The power of the incorporator shall terminate upon the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

(b) If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next meeting of shareholders.

(c) The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dennis Prebenda	1330 W. Central Avenue Orlando, Florida 32805

Connie Prebenda

1330 W. Central Avenue
Orlando, Florida 32805

Ron Cambridge

1330 W. Central Avenue
Orlando, Florida 32805

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED: December 10, 1998.

Lehn E. Abrams (SEAL)

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Lehn E. Abrams, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, and an oath was taken. Said person was personally known to me.

Witness my hand and official seal in the County and State last aforesaid this 10th day of December, 1998.

Carol Ann Justice
NOTARY PUBLIC

[Printed Name of Notary]
My Commission Expires:



Carol Ann Justice
My Commission CC624270
Expires August 24, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

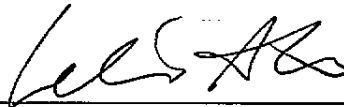
FILED
SECRETARY OF STATE
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98 DEC 11 PM 5:35

In compliance with the Business Corporation Act of Florida, the following is submitted:

Merchandising One, Inc.'s principal place of business at 1330 W. Central Avenue, Orlando, Florida 32805 has named Lehn E. Abrams located at 801 N. Magnolia Avenue, Suite 201, Orlando, Florida as its agent to accept service of process within Florida.

Having been named to accept service of process for Merchandising One, Inc. at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of a Registered Agent under the Business Corporation Act of Florida.

Dated this 10th day of December, 1998.



Registered Agent
Lehn E. Abrams