

**Berger
Davis &
Singerman**
Professional Association

200 S. Biscayne Boulevard Suite 2950
Miami, Florida 33131-5308
Phone: 305.755.9500
Fax: 305.714.4340

Bernadette I. Spade
305.714.4357
email at:
bspade@bdslaw.com

P990001118
February 3, 1999

VIA HAND DELIVERY
Secretary of State, State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32324

400002764504--9
-02/04/99--01022--019
*****78.75 *****78.75

Re: Articles of Organization of The Retail Advantage, Inc.

To Whom It May Concern:

Enclosed is an original executed and a copy of the Articles of ~~Organization of~~ THE RETAIL ADVANTAGE, INC., together with our check for \$78.75 for payment of filing fees.

Please do not hesitate to call should you have any questions. Thank you.

Very truly yours,

BERGER DAVIS & SINGERMAN

Bernadette Spade

Bernadette I. Spade,
Legal Assistant

BIS:mmn
Enclosure

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED
99 FEB -4 AM 10: 05

FILED
99 FEB -4 AM 10: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE RETAIL ADVANTAGE, INC.

99 FEB -4 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: THE RETAIL ADVANTAGE, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general purpose for which this Corporation is organized shall be to engage in any lawful activity or to transact any lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, \$.01 par value per share.

ARTICLE IV

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5764 St. Annes Way, Boca Raton, FL 33496.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
ADDRESS OF REGISTERED OFFICE IN THIS STATE

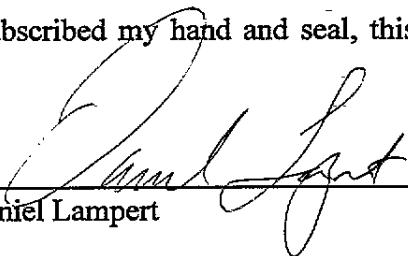
The street address of the initial registered office of this Corporation in the State of Florida is Berger Davis & Singerman, 200 S. Biscayne Blvd., Suite 2950, Miami, Florida, 33131 and the initial registered agent of this Corporation at that address shall be Daniel Lampert.

ARTICLE VII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

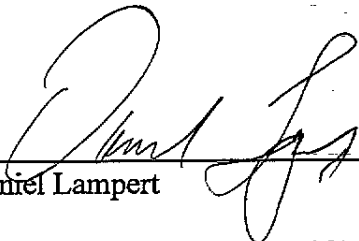
NAME	ADDRESS
Daniel Lampert	Berger Davis & Singerman 200 S. Biscayne Blvd., Suite 2950 Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal, this 3rd of February, 1999.



Daniel Lampert

THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation hereby consents to act as such registered agent.



Daniel Lampert

FILED
99 FEB -4 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Sworn to and subscribed before me this 3rd day of February, 1999, by Daniel Lampert.

Personally known to me; or

Produced Identification; Type of Identification produced _____.

NOTARY PUBLIC:

Sign: Bernadette Spade
Print Name: Bernadette Spade
Commission No.: CC720427
My Commission Expires: February 26, 2002

