

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-2270 • 1-800-342-8062 • Fax (850) 222-1222

P9900010952D

Retail Concepts Funding,
Inc

500003074625--4
-12/20/99--01046--002
*****78.75 *****78.75

Art of Inc. File _____

____ LTD Partnership File _____

____ 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 _____

____ 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 _____

FILED
99 DEC 20 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 20 AM 10:08
CORPORATION
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CS

Name _____

Date 12/20

Time 9:05

Walk-In _____

Will Pick Up _____

CS
12-20-99
4

ARTICLES OF INCORPORATION
OF
RETAIL CONCEPTS FUNDING, INC.

FILED
99 DEC 20 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

The name of the corporation is **RETAIL CONCEPTS FUNDING, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2875 NE 191st Street, #508, Aventura, FL 33180.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Robert A. Stok, c/o Robert A. Stok, P.A., 2875 NE 191st Street, #304, Aventura, FL 33180.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Rory Shur, 2875 NE 191st Street, #508, Aventura, FL 33180.

The undersigned has executed these Articles of Incorporation this 20th day of December 1999.

"Capital Connection, Inc. by Chris Grunewald, Client Representative"

Chris Grunewald

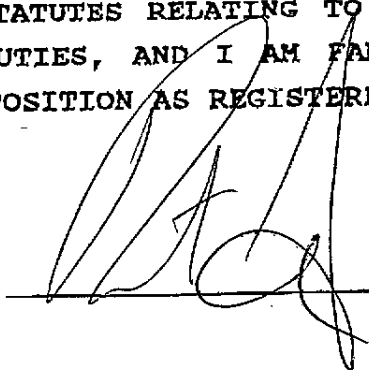
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: RETAIL CONCEPTS
FUNDING, INC.

2. The name and street address of the registered agent and office is: ROBERT A. STOK c/o ROBERT A. STOK, P.A.
2875 NE 191 ST #304
AVENUE, FI 33180

HAVE BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



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