

Document Number Only

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CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-11/17/99--01086--007
*****70.00 *****70.00
700003047627--2
-11/17/99--01086--008
***4665.00 ***4665.00

CORPORATION(S) NAME

PIMMS Corporation

d/b/a Professional Inventory Management and Merchandising Services, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

11/17/99

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 NOV 17 PM 2:02

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DIVISION OF CORPORATIONS
99 NOV 17 AM 8:45

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Frank A. Argenbright, Jr., do hereby certify that this Resolution of the Board of Directors of PIMMS Corporation, duly organized and existing under the laws of the State of Minnesota, was duly adopted on July 15, 1999.

Resolved that PIMMS Corporation, organized and existing in the State of Minnesota, hereby adopts the name "Professional Inventory Management and Merchandising Services, Inc." for use in Florida.

Dated: 8-9-99


Signature of at least one director

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JUL 17 AM 8:45

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

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1. PIMMS Corporation

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Minnesota

(State or country under the law of which it is incorporated)

3. 41-1616793

(FEI number, if applicable)

4. June 23, 1988

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 2 Carlson Parkway, Suite 400, Plymouth, Minnesota 55447

(Current mailing address)

8. In-Store Merchandising Services

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Michele R. Justesen, Asst. Sec.

(Registered agent's signature) (Office)

Michele R. Justesen, Asst. Sec.

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: See attached list of directors

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. David L. Gamsey
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. DAVID L. GAMSEY
(Typed or printed name and capacity of person signing application)

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PIMMS CORP.

DIRECTORS

Sole Director: Frank Argenbright
40 Valley Road (home address)
Atlanta, Georgia 30305
SSN#258-76-5247

OFFICERS

1. Frank Argenbright
Chairman & Co Chief Executive Officer
Same address as above (home)
SS# 258-76-5267
2. Edwin R. Mellett
Vice Chairman & Co-Chief Executive Officer
725 W. Conway Drive (home address)
Atlanta, Georgia 30327
SS# 103-30-7254
3. Thomas Marano
President & Chief Operating Officer
40 Old Stratton Chase (home address)
Atlanta, Georgia 30327
SS# 078-44-3684
4. David Gamsey
Chief Financial Officer
115 Marsh Glen Point (home address)
Atlanta, Georgia 30328
SS# 231-62-2859

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State of Minnesota

SECRETARY OF STATE

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Certificate of Good Standing

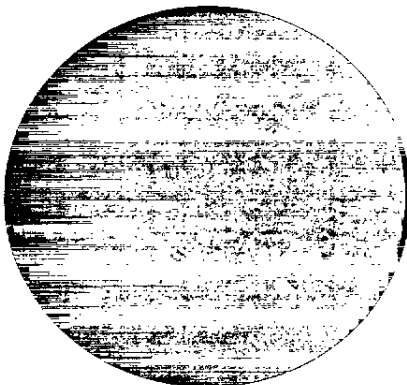
I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: PIMMS Corporation

Date Formed: 06/23/1988

Chapter Governed By: 302A

This certificate has been issued on 10/18/99.



Mary Kiffmeyer
Secretary of State.