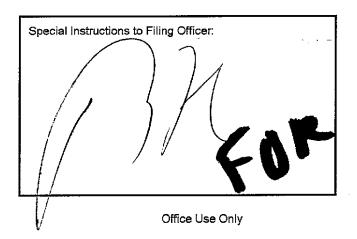
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OS MAY II AM 9: 03
SECRETARY OF STATE
ALLAHASSEE





ACCOUNT NO. : 072100000032

REFERENCE :

346388

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE: April 29, 2005

ORDER TIME : 1:47 PM

ORDER NO. : 346388-005

CUSTOMER NO: 7459624

CUSTOMER: Marcella Mckenzie

Advantage Sales & Marketing

Suite 600

19100 Von Karman Avenue

Irvine, CA 92612

FOREIGN FILINGS

NAME:

RETAIL MERCHANDISING XPRESS

LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY _ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

SERVING SOLUTION OF THE PARTY O



APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZA TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

	(Name of Foreign Lin	nited Liability Company)
Delaware		3.
(Jurisdiction under the company is organized)	law of which foreign limited liab	3 (FEI number, if applicable)
04/22/2003	Organization)	
(Date o	(Organization)	(Duration: Year limited liability company will cease to exist or "perpetual")
	(Date first transacted business (See sections 608.501 & 608.50	s in Florida, if prior to registration.) 22 F.S. to determine penalty liability)
5908 Breckenric	lge Parkway	
Tampa, FL 33610		
	(Street Ac	dress of Principal Office)
If limited liability	company is a manager-man	aged company, check here
rot .i	-1.1	monaging manhous authors are seen and C-11
The name and usu	ai business addresses of the	managing members or managers are as follows:
	al business addresses of the	managing members or managers are as follows:
Advantage Sale		managing members or managers are as follows:
Advantage Sale	s & Marketing LLC	managing members or managers are as follows:
Advantage Sale 19100 Von Karm Irvine, CA 926 Attached is an original ejurisdiction under the k	s & Marketing LLC an Avenue, Suite 600 12 certificate of existence, no more th	an 90 days old, duly authenticated by the official having custody of reco otocopy is not acceptable. If the certificate is in a foreign language, a
Advantage Sale 19100 Von Karm Irvine, CA 926 Attached is an original ejurisdiction under the lanslation of the certificate	an Avenue, Suite 600 12 certificate of existence, no more that we of which it is organized. (A phoeunder eath of the translator must be	an 90 days old, duly authenticated by the official having custody of reco otocopy is not acceptable. If the certificate is in a foreign language, a
Advantage Sale 19100 Von Karm Irvine, CA 926 Attached is an original ejurisdiction under the karmslation of the certificate Nature of busines	an Avenue, Suite 600 12 certificate of existence, no more that wo of which it is organized. (A plue under eath of the translator must be so or purposes to be conducted.	an 90 days old, duly authenticated by the official having custody of recotocopy is not acceptable. If the certificate is in a foreign language, a se submitted.)
Advantage Sale 19100 Von Karm Irvine, CA 926 Attached is an original ejurisdiction under the karmslation of the certificate Nature of busines	an Avenue, Suite 600 12 certificate of existence, no more that wo of which it is organized. (A plue under eath of the translator must be so or purposes to be conducted.	an 90 days old, duly authenticated by the official having custody of recontocopy is not acceptable. If the certificate is in a foreign language, a be submitted.) ted or promoted in Florida:

(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.) Sonny King, Chairman of Advantage Sales & Marketing LLC, sole member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

2. The name		s of the registered agent and office are:	
	Corporation Service C	(Name)	
	1201 Hays Street		
	Florida Street Ad	ddress (P.O. Box NOT ACCEPTABLE)	• •
	Tallahassee	FL 32301	,
		City/State/Zip	
liability compagent and ag	pany at the place designated in ree to act in this capacity. I fur	I to accept service of process for the above stated limited this certificate, I hereby accept the appointment as regis rther agree to comply with the provisions of all statutes nance of my duties, and I am familiar with and accept the	stered

By:

Gregory A. Pappas, Assistant VP

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

The First State

I. HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RETAIL MERCHANDISING XPRESS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SECOND DAY OF MAY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "RETAIL MERCHANDISING XPRESS LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF APRIL, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Darriet Smith Hindson

Harriet Smith Windson, Secretary of State

AUTHENTICATION: 3848127

DATE: 05-02-05

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