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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
INTERCONTINENTAL MERCHANDISE SOURCING GROUP,

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATIONOFINTERCONTINENTAL MERCHANDISE SOURCING GROUP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

INTERCONTINENTAL MERCHANDISE SOURCING GROUP, INC.

ARTICLE II

The principal place of business of this corporation shall be:

7220 N.W. 46th Street
Miami, Florida 33166

ARTICLE III

This corporation may engage in or transact any of all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

Myron M. Samole
Samole & Berger, P.A.
9700 S. Dixie Highway
Suite 1030
Miami, FL 33156
FIA Bar No. 323527

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ARTICLE IV

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

300 SHARES OF COMMON STOCK AT \$1 PAR VALUE

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

There shall be one or more directors of this corporation.

ARTICLE VII

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Andy R. Morgan, President and Director
7220 N.W. 46th Street
Miami, Florida 33166

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Andy R. Morgan, President and Director
7220 N.W. 46th Street
Miami, Florida 33166

ARTICLE IX

The name and address of the initial registered agent is:

Andy R. Morgan, President and Director
7220 N.W. 46th Street
Miami, Florida 33166

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IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 8th day of March, 2000.

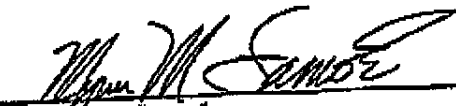


Andy R. Morgan, President and Director

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared Andy R. Morgan, to me well known and known
to me to be the person described in and who executed the foregoing ARTICLES OF
INCORPORATION and acknowledged to and before me that he executed said instrument
for purposes therein expressed.

WITNESS my hand and official seal this 8th day of March 2000.



Myron M. Samole
Notary Public, State of Florida

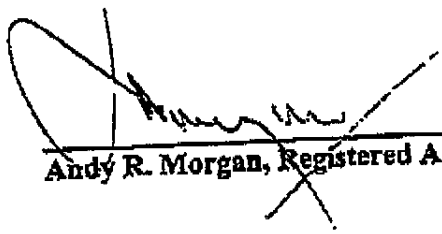
My Commission Expires:

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ACCEPTANCE OF DESIGNATIONREGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.



Andy R. Morgan, Registered Agent

Date: March 8, 2000

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