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FOGLE & FOGLE, P. A.
ATTORNEYS AT LAW

J. DANA FOGLE
CORPORATION & BUSINESS LAW
REAL PROPERTY LAW
REGISTERED GENERAL PRACTICE
ALICE M. FOGLE
MARITAL & FAMILY LAW

March 27, 2000

MAILING ADDRESS:
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Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

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-04/03/00--01140--013
***122.50 ***78.75

Re: Incorporation of Retail Store Services, Inc.

Dear Sir or Madam:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for Retail Store Services, Inc.

Also enclosed is my check in the amount of \$122.50 representing the following:

Filing Fee	\$35.00
Registered Agent Certificate	52.50
Certified Copy of Charter and of Registered Agent Certificate	35.00

Thank you very much for your assistance.

Sincerely,

J. Dana Fogle

FILED
00 APR -3 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JDF/js
Enclosures

EFFECTIVE DATE
3-27-00

EFFECTIVE DATE
3-27-00

FILED
00 APR -3 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RETAIL STORE SERVICES, INC.**

WE, COURTNEY M. BRICK and JIMMY A. SCHAFFER, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be RETAIL STORE SERVICES, INC.

ARTICLE II:

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to buy, sell, warehouse, and service tangible personal property, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 100 shares fully paid, \$1.00 par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal

Revenue Code of 1954, as amended.

ARTICLE V.

INITIAL DIRECTORS

The business of the corporation shall be managed by the Stockholders rather than by the Board of Directors of this corporation.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business of said corporation is 206 W. Wisconsin Avenue, DeLand, Florida 32720. The initial resident agent is COURTNEY M. BRICK .

ARTICLE VII.

SUBSCRIBER

The names and street addresses of the subscribers to these articles of incorporation are:

COURTNEY M. BRICK
206 W. Wisconsin Ave.
DeLand, Fl. 32720

JIMMY A. SCHAFFER
764 Sandy Hill Circle
Port Orange, Fl. 32127



ARTICLE VIII.

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence to exist on March 27, 2000.

IN WITNESS WHEREOF, WE, COURTNEY M. BRICK and JIMMY A.

SCHAFFER, being the original subscribers to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set our hands and seals this 27 day of March, 2000.


COURTNEY M. BRICK

JIMMY A. SCHAFFER


STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared COURTNEY M. BRICK and JIMMY A. SCHAFFER, to me well known to be the persons who executed the foregoing Certificate of Incorporation and they acknowledged before me that they executed same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 27 day of March, 2000.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

 Judy Stark
MY COMMISSION # CC688917 EXPIRES
January 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHICH
PROCESS MAY BE SERVED

FILED
00 APR -3 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST: That RETAIL STORE SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of DeLand, County of Volusia, State of Florida, has named COURTNEY M. BRICK, located at 206 W. Wisconsin Ave., DeLand, Florida 32720, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


COURTNEY M. BRICK