

Robert A. Shupack
ATTORNEY AT LAW

THE SANCTUARY, SUITE 300 D
4800 N. FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 416-4003
(561) 394-8235
FACSIMILE (561) 394-8316

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Florida Divisions of Corporations
409 East Gaines Street
Tallahassee, FL. 32399

Re: **ADVANTAGE RETAIL SYSTEMS CORP.** - Filing Article of Incorporation

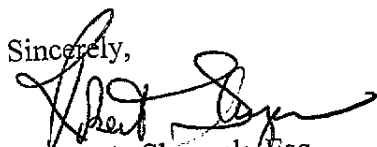
Dear Sir / Madam:

Please find enclosed the following items:

1. Articles of Incorporation of Advantage Retail Systems Corp.;
2. Check in the amount of \$78.75 for the filing fee and a certified copy; and
3. Prepaid shipping label for UPS Next Day Air.

Please return the Stamped Certified Copy UPS Next Day Air to Robert A. Shupack, Esq.
at your earliest convenience.

Sincerely,


Robert A. Shupack, Esq.

RAS:kc
Enclosures

FILED
00 MAY - 4 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ADVANTAGE RETAIL SYSTEMS CORP.**

FILED
00 MAY -4 AM 8:11
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 **ADVANTAGE RETAIL SYSTEMS CORP.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2267 N.W. 30th Road, Boca Raton, FL 33431.

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. Shupack, Esq., 4800 North Federal Highway, Suite 300D, Boca Raton, FL 33431.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is **Robert A. Shupack, Esq., 4800 North Federal Highway, Suite 300D, Boca Raton, FL 33431.**

ARTICLE VI: INITIAL BOARD OF DIRECTOR

The name and address of the initial Board of Director of the corporation is **Ricardo F. Maldonado, 2267 N.W. 30th Road, Boca Raton, Florida 33431.**

ARTICLE VII: CORPORATE PURPOSES

The purposes of the Corporation is to engage in all activities and to exercise such powers permitted to corporations under the laws of the State of Florida anywhere in the world.

ARTICLE VIII: POWERS OF BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized:

A. To make, alter, amend or repeal the By-Laws, except as otherwise expressly provided in any By-Law made by the holders of the capital stock of the Corporation entitled to vote thereon, subject to any limitation set forth therein or in this Certificate of Incorporation and subject to the power of the stockholders to alter the By-Laws adopted by the Board of Directors.

B To designate, by resolution passed by a majority of the whole Board of Directors, one or more committees, each committee to consist of one or more directors of the Corporation which, to the extent provided in the resolution designating the committee or in the By-Laws of the Corporation, shall, subject to the limitations prescribed by law, have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require such seal. Such committee or committees shall have such name or names as may be provided in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by a majority of the whole Board of Directors.

C. To exercise, in addition to the powers and authorities herein stated or by law conferred upon it, any such powers and authorities and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State

of Florida and of the Certificate of Incorporation and of the By-Laws of the Corporation.

ARTICLE IX: INDEMNIFICATION OF DIRECTORS

A. **Elimination of Certain Liability of Directors.** A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not made in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit.

B. **Indemnification and Insurance.**

1. **Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the General Corporation Law of the State of Florida, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss

(including attorneys' fees, judgments, fines, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; **provided, however,** that, except as provided in paragraph 2 hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; **provided, however,** that, if the General Corporation Law of the State of Florida requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise. The Corporation may, by action of the Board, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

2. **Right of Claimant to Bring Suit.** If a claim under paragraph 1 of this section is not paid in full by the Corporation within thirty days after a written claim has been received by the

Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of the State of Florida for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Florida, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

3. **Non-Exclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-law, agreement, vote of stockholders or disinterested directors or otherwise.

4. **Insurance.** The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the Corporation or another corporation,

partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of the State of Florida.

ARTICLE X: SPECIAL PROVISIONS

A. It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

B. It is the intent of the incorporator and directors that the corporation and its shareholders, pursuant to Sec. 607.0731, Fla. Stat., provide for the manner in which they will vote their shares.

C. It is the intent of the incorporator and directors that the corporation, pursuant to Sec. 607.0630, Fla. Stat., elect to have preemptive rights, and those rights of shareholders shall be granted on uniform terms and conditions prescribed by the directors to provide a fair and reasonable opportunity to exercise the right to acquire proportional amounts of the corporation's unissued shares upon the decision of the directors to issue them.

D. A director shall be fully protected in relying in good faith upon the books of account or other records of the Corporation, or statements prepared by any of its officers or by independent public accountants or by an appraiser selected with reasonable care by the Board of Directors as to the value and amount of the assets, liabilities and/or net profits of the Corporation.

E. The Corporation is to have perpetual existence.

The undersigned has executed these Articles of Incorporation this 2 day of

May, 2000.


ROBERT A. SHUPACK, Esq.

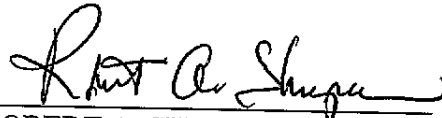
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
00 MAY -4 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **ADVANTAGE RETAIL SYSTEMS CORP.**
2. The name and street address of the registered agent and office is Robert A. Shupack, Esq., 4800 North Federal Highway, Suite 300D, Boca Raton, FL 33431.

I 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.


ROBERT A. SHUPACK, ESQUIRE

Dated: May 2 2000