

PO0000115092

**SCOTT F. NELSON, P.A.**

CERTIFIED PUBLIC ACCOUNTANT  
CERTIFIED FINANCIAL PLANNER  
200 SOUTH HOOVER BOULEVARD, BUILDING 201  
SUITE 140  
TAMPA, FLORIDA 33609  
813-286-7946 FAX 813-639-1142

December 7, 2000

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL. 32399

**FILED**  
00 DEC 11 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RE: UNIVERSAL RETAIL MERCHANDISERS, INC.**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$70.00. This check represents the cost of the filing fees.

Respectfully,



Scott F. Nelson  
Certified Public Accountant

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-12/11/00--01160--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*JLH/18*

**ARTICLES OF INCORPORATION**  
of  
**UNIVERSAL RETAIL MERCHANDISERS, INC.**

The undersigned subscriber(s) to these Articles of Incorporation, a natural person(s) competent to contract, hereby form a corporation under the Laws of the State of Florida.

**ARTICLE I - CORPORATE NAME**

The name of the corporation is: **UNIVERSAL RETAIL MERCHANDISERS, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be

**200 SOUTH HOOVER BLVD.  
BLDG #201, SUITE 140  
TAMPA, FL 33609**

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**TALLAHASSEE, FLORIDA**

**ARTICLE III - DURATION**

The corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE IV - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V - CAPITAL STOCK**

The corporation is authorized to issue one thousand shares (1,000) of one Dollar (\$1.00) par value Common Stock, which shall be designated as "Common Shares."

To the extent permitted by law, said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Initial Registered Agent of this Corporation is:

**SCOTT F. NELSON  
200 SOUTH HOOVER BLVD.  
BLDG. 201, SUITE 140  
TAMPA, FLORIDA 33609**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

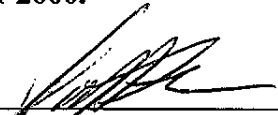
SCOTT F. NELSON  
200 SOUTH HOOVER BLVD.  
BLDG. 201, SUITE 140  
TAMPA, FLORIDA 33609

ARTICLE VIII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

SCOTT F. NELSON  
200 SOUTH HOOVER BLVD.  
BLDG. 201, SUITE 140  
TAMPA, FLORIDA 33609

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 7 day of December 2000.

  
\_\_\_\_\_  
Signature

STATE OF FLORIDA                    )  
  SS  
COUNTY OF HILLSBOROUGH)

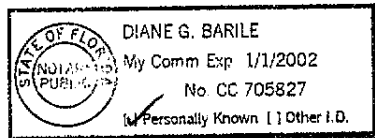
before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared SCOTT F. NELSON, known to me and known to be the person(s) who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 7 day of December 2000.

(Notary Seal)

  
\_\_\_\_\_  
(Notary Public, State of Florida at large)

My Commission expires:



**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

***CERTIFICATE OF REGISTERED AGENT  
OF  
UNIVERSAL RETAIL MERCHANDISERS, INC.***

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered agent as indicated in the Articles of Incorporation at 200 SOUTH HOOVER BLVD, BLDG 201, SUITE 140, TAMPA, FLORIDA 33609 has named SCOTT F. NELSON, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**FILED**  
00 DEC 11 AM 10:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***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 Florida Law in keeping open said office.

  
\_\_\_\_\_  
(Registered Agent)