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LAW OFFICES
JACOBI & JACOBI
PROFESSIONAL ASSOCIATION

BENJAMIN R. JACOBI
JOEL S. JACOBI

1313 N.E. 125 STREET
NORTH MIAMI, FL 33161

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September 5, 2001

Secretary of State
Division of Corporations
Dept. Of State
P.O. Box 6327
Tallahassee, FL 32314

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-09/10/01--01090--014
*****78.75 *****78.75

Re: T.C.G. Merchandising Enterprise, Inc.

Gentlemen:

Enclosed please find two sets of Articles of Incorporation for the above corporation along with a check in the amount of \$78.75 and a self-addressed stamped envelope for forwarding a certified copy of the Articles to the undersigned.

Thank you for your cooperation and courtesies in this matter.

Very truly yours,

JACOBI & JACOBI, P.A.

BY: Benjamin R. Jacobi
BENJAMIN R. JACOBI

FILED
2001 SEP 10 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BRJ:crm
Enclosures

15
9/13/01

FILED

ARTICLES OF INCORPORATION

OF

2001 SEP 10 AM 9:40

T.C.G. MERCHANDISING ENTERPRISE, INC.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

I

The name of the corporation shall be: T.C.G. MERCHANDISING ENTERPRISE, INC.

II

The purposes and general nature of the business to be transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things, and to exercise any and all powers, either as principal, agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which a part hereafter may be authorized by law.

- B. To engage in the business of resale of merchandise.

III

The number of shares of stock that this corporation is authorized to have outstanding at any time is Five Hundred (500) shares of One Dollar (\$1.00) par value.

IV

The amount of capital with which this corporation shall begin business shall be Five Hundred and No/100 (\$500.00) Dollars.

V

The existence of this corporation shall be perpetual.

VI

The principal office of this corporation shall be at: 445 N.E. 195th Street, Miami, Miami-Dade Co., FL 33179

VII

The Board of Directors of this corporation shall consist of not less than one (1) nor more than one (1) members.

The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows:

NAME	ADDRESS	TITLE
Robert Charles Kerner	445 N.E. 195th Street Miami, FL 33179	President, Vice President Secretary, Treasurer

The registered agent and the registered office for this corporation are:

Robert Charles Kerner
445 N.E. 195th Street
Miami, Miami-Dade County, FL 33179

The name and address of the subscriber to these articles of Incorporation, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of Five Hundred and No/100 (\$500.00) Dollars, the amount of capital with which this corporation shall begin business are as follows:

NAME	ADDRESS	SHARE
Robert Charles Kerner	445 N.E. 195th Street Miami, Miami-Dade Co., FL 33179	500

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be:

NAME	ADDRESS	TITLE
Robert Charles Kerner	445 N.E. 195th Street Miami, Miami-Dade Co., FL 33179	President, Vice President, Secretary, Treasurer

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with Board of Directors and officers as provided

elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of: PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other office as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

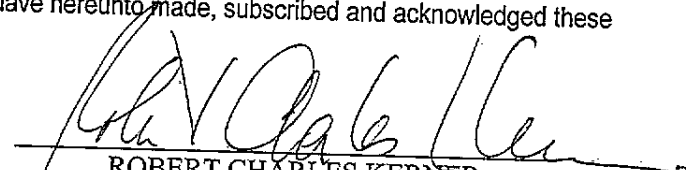
VIII

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Article of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


ROBERT CHARLES KERNER

IN WITNESS WHEREOF, I have hereunto made, subscribed and acknowledged these articles of Incorporation.


ROBERT CHARLES KERNER


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

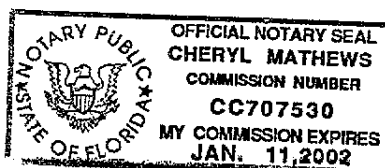
)
) SS:)

I hereby certify that on this day personally appeared ROBERT CHARLES KERNER, to me well known to be the same described in and who executed these Articles of Incorporation, and acknowledged the articles to be the act and deed of the subscribers and that the facts set forth therein are true.

Produced Florida Drivers License No. _____ and _____ for
identification/Personally Known _____

Sept **WITNESS** my hand and seal at North Miami, Dade County, Florida, this 5 day of
2001.


NOTARY PUBLIC



FILED
2001 SEP 10 AM 9:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA