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LAW OFFICES  
GOLDMAN & PRESSER  
8853 San Jose Boulevard  
San Jose Center  
Jacksonville, Florida 32217-4244  
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FILED

01 OCT 22 PM 12:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JOEL L. GOLDMAN  
OF COUNSEL

EDWIN PRESSER  
CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING  
REAL PROPERTY LAW

October 16, 2001

Secretary of State  
Corporate Records Bureau  
Post Office box 6327  
Tallahassee, FL 32314

300004648823--2  
-10/22/01--01082--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Retail Management Services, Inc.

Ladies/Gentlemen:

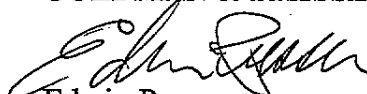
Enclosed herewith please find the Articles of Incorporation for the above referenced corporation, together with a Certificate of Designation of Resident Agent and Acceptance.

Also enclosed is our check in the amount of \$70.00, which includes the filing fee of \$35.00 and Registered Agent Designation fee of \$35.00. Please file these Articles of Incorporation and Certificate of Designation of Resident Agent immediately and return notice of filing to this office as soon as possible. Please note that corporation existence commences as of the date of the execution of the Articles.

Thank you for your assistance and courtesy herein.

Very truly yours,

GOLDMAN & PRESSER

  
Edwin Presser

EP/pe

Enclosures

B. Mitchell OCT 23 2001

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

\* \* \* \* \*

The undersigned subscriber, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is RETAIL MANAGEMENT SERVICES, INC.

**ARTICLE II  
CORPORATE EXISTENCE**

The corporate existence of this corporation shall commence on the signing of these Articles of Incorporation and shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III  
PURPOSE**

The general nature of the business to be transacted by this corporation is to provide administrative services for retail organizations and any and all other lawful business.

**ARTICLE IV  
PRINCIPAL OFFICE**

The address and principal office of this corporation is:

13131 Wexford Hollow Road North  
Jacksonville, Florida 32224

**ARTICLE V**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of capital stock having a nominal or par value of \$1.00 per share.

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

The street address of the initial registered office of this corporation is 8853 San Jose Boulevard, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at that address is Edwin Presser.

**ARTICLE VII**  
**MANAGEMENT**

The business and activities of this corporation shall be managed by the stockholders of the corporation, and this corporation shall have no Board of Directors.

**ARTICLE VIII**  
**INCORPORATOR**

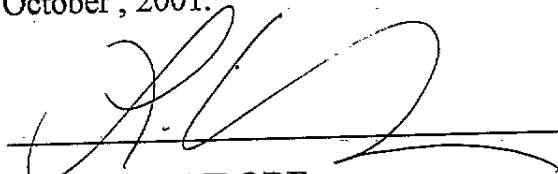
The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Lisa Ottendorf	13131 Wexford Hollow Road, North Jacksonville, Florida 32224

**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, The undersigned subscriber has executed these Articles of Incorporation this 19 day of October, 2001.

  
LISA OTTENDORF

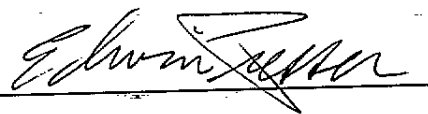
**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

\* \* \* \* \*

In pursuance of applicable Florida Statutes, the following is submitted, in compliance with said law:

That RETAIL MANAGEMENT SERVICES, INC., desiring to organize under the laws of the State of Florida, has named Edwin Presser, located at 8853 San Jose Boulevard, Jacksonville, Florida 32217, as its agent to accept services of process within this state.

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

By:   
EDWIN PRESSER,  
Registered Agent

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TALLAHASSEE, FLORIDA