

LAW OFFICES OF
J. PATRICK McELROY

PD/000115681

P.O. BOX 1511
HERNANDO, FLORIDA 34442
TELEPHONE (352) 637-2303

November 30, 2001

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

400004701714--6
-12/03/01--01031--017
*****78.75 *****78.75

RE: RMG Retail, Inc.

Dear Sirs,

Please find enclosed articles of incorporation for RMG Retail, Inc.

I am enclosing my check for \$78.75. Please send the certified copy to the undersigned.

Very Truly Yours,

J. Patrick McElroy
J. Patrick McElroy

12/5/01 - L/message to call me
re: correct name.

FILED
01 DEC 3 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

McElroy GAVE
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 12-6-01
DOC. EXAM D. White

D. WHITE DEC - 6 2001

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ARTICLES OF INCORPERATION

FILED

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RMG Retail, Inc.

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 RMG Retail, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 3517 North Lecanto Highway, Beverly Hills, Florida 34465.

ARTICLE III: CAPITAL STOCK

The number of shares of stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent is Vaikunta Murty Gulivindala, 3517 North Lecanto highway, Beverly Hills, FL 34465.

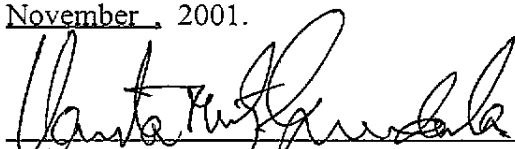
ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Vaikunta Murty Gulivindala, 3517 North Lecanto Highway, Beverly Hills, Florida 34465.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the Corporation is: Vaikunta Murty Gulivindala, 3517 North Lecanto Highway, Beverly Hills, Florida 34465

The undersigned has executed these Articles of Incorporation this 30 day of November, 2001.



Vaikunta Murty Gulivindala

CERTIFICATE OF DESIGNATION

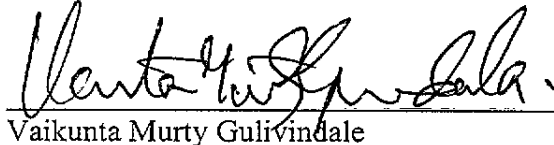
RMG Retail, Inc.

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the above mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is RMG Retail, Inc.
2. The name and address of the registered agent and office is Vaikunta Murty Gulivindala, 3517 North Lecanto Highway, Beverly Hills, FL 34465.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FROM 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.



Vaikunta Murty Gulivindale

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TALLAHASSEE FLORIDA