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TRANSMITTAL LETTER

February 11, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: American Merchandise Consulting Co.

100004947911--5
-02/18/02--01048--005
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<u> </u> \$70.00	<input checked="" type="checkbox"/> \$78.75	<u> </u> \$122.50	<u> </u> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

From: Kevin F. Richardson, Esq.
1551 Forum Place, Ste. 300-F
West Palm Beach, FL 33401
561-471-9600

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 18 AM 7:36

SCHESSER FLD 2 2

**ARTICLES OF INCORPORATION
OF
AMERICAN MERCHANDISE CONSULTING CO.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 1972 AM 7:36

1. NAME: The name of the corporation shall be:

American Merchandise Consulting Co.

2. PRINCIPAL OFFICE. The principal place of business and mailing address of this corporation shall be:

2365 Oak Tree Drive
West Palm Beach, FL 33409

3. DURATION. The period of its duration is perpetual.

4. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

5. CAPITAL STOCK. The Corporation is authorized to issue 100 shares, all of one class, at \$1.00 par value common.

6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the Initial Registered Agent and office of this Corporation is as follows:

Kevin F. Richardson, Esq.
Clyatt & Richardson, P.A.
1551 Forum Place, Ste. 300-F
West Palm Beach, FL 33401

7. INITIAL BOARD OF DIRECTORS. This Corporation shall have two (2) Directors initially. The number of Directors shall be no less than one by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Director(s) and Officers of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Gordon Jacobs	2365 Oak Tree Lane West Palm Beach, FL 33409
Joan Jacobs	2365 Oak Tree Lane West Palm Beach, FL 33409

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kevin F. Richardson	1551 Forum Place, Suite #300-F West Palm Beach, FL 33401

9. AMENDMENT TO ARTICLES. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amending hereto, and my right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of February, 2002.

[Signature]
INCORPORATOR

I am familiar with and accept the duties and responsibilities as registered agent for ss corporation.

[Signature]
REGISTERED AGENT
Kevin F. Richardson

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 FEB 18 AM 7:36

BEFORE ME, the undersigned authority, personally appeared Kevin F. Richardson, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of February, 2002.

[Signature]
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:

