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MICHAEL B. JONES

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P02000049785

April 29, 2002

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/01/02--01037--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Incorporation of GM Merchandise, Inc.

**EFFECTIVE DATE**  
04-29-02

To Whom It May Concern:

Enclosed please find the Articles of Incorporation and the Registered Agent Certificate for the incorporation of the above named corporation. Also enclosed is the firm check in the amount of \$87.50 for the incorporation fee, registered agent designation, certified copy and Certificate of Status.

Please send the certificate of incorporation to me at the above referenced address.

Thank you for your attention to this matter.

Very truly yours,

MICHAEL B. JONES

xc: Client

02 MAY - 1 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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05-07-02

ARTICLES OF INCORPORATION

OF

GM MERCHANDISE, Inc.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is GM Merchandise, Inc.

ARTICLE II - DURATION OF EXISTENCE

The period of its duration is perpetual.

ARTICLE III - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement of corporate existence shall be at 5:00 p.m. on April 29, 2002.

ARTICLE IV - GENERAL PURPOSES

The purpose of the corporation is to engage in any activity or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation shall have the authority to issue one hundred (100) shares. All of one class, with a par value of One (\$1.00) Dollar per share. The corporation shall not issue preferred shares of more than one class. There are no preemptive rights to be granted to shareholders.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 7601 Conroy Windermere Road, Suite 203, Orlando, Florida 32835; and the name

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TALLAHASSEE, FLORIDA

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of the initial registered agent at said office is **MICHAEL B. JONES.**

ARTICLE VII - BOARD OF DIRECTORS

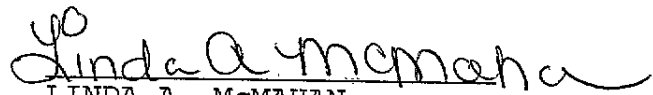
The number of directors constituting the initial Board of Directors is One (1); whose name and address is:

Linda A. McMahan  
1424 Falconcrest Boulevard  
Apopka, Florida 32712

ARTICLE VIII - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal address and mailing address for **GM Merchandise, Inc.,** is:

1424 Falconcrest Boulevard  
Apopka, Florida 32712

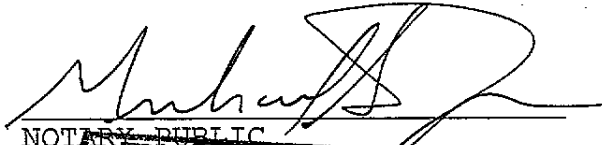
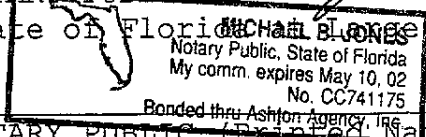
  
LINDA A. MCMAHAN  
1424 Falconcrest Boulevard  
Apopka, Florida 32712  
INCORPORATOR

DATED: April 29, 2002

STATE OF FLORIDA  
COUNTY OF ORANGE

**BEFORE ME** the undersigned authority duly authorized to administer oaths, personally appeared **LINDA MCMAHAN**, who produced M25552157956-0 (F4/D) as identification and who after first being duly sworn, deposes and says that he subscribed the above Articles of incorporation, and the he did freely and voluntarily acknowledge before me according to the law that he made and subscribed the same for the uses and purposes therein mention and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orlando, Orange County, Florida this 29 day of April, 2002.

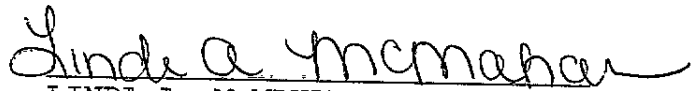
  
NOTARY PUBLIC  
State of Florida  
  
NOTARY PUBLIC (Printed Name)

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST, that GM Merchandise, Inc. desiring to organize or  
qualify under the laws of the State of Florida has named MICHAEL  
B. JONES, located at 7601 Conroy Windermere Road, Suite 203,  
Orlando, Florida 32835, as its agent to accept Service of  
Process.

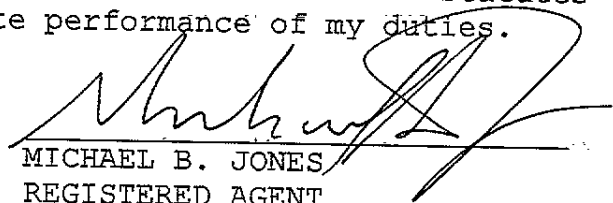


LINDA A. McMAHAN

INCORPORATOR

DATED: April 29, 2002

HAVING BEEN NAMED to accept service of process for the  
above stated corporation, at the place designated in this  
Certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.



MICHAEL B. JONES

REGISTERED AGENT

DATED: April 29, 2002

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA