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Florida Department of State

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To:

Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : USA CORPORATE SERVICES INC.

Account Number : I20000000220 Phone

: (800)891-7432 Fax Number : (518)433-1489

FLORIDA PROFIT CORPORATION OR P.A.

HIGH POINT MERCHANDISING CORP.

Certificate of Status	
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Certified Copy	1
Page Count	01
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8/8/2002

Articles Of Incorporation ((HO20001781226))) Of SPEN

HIGH POINT MERCHANDISING CORP.

It is Hereby Certified That:

- 1. The name of the corporation is: HIGH POINT MERCHANDISING CORP.
- 2. The purposes for which the corporation is formed are:

To engage in any act or activity for which corporations may be formed under the General Corporations Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body, without first having obtained such consent.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the General Corporation Law upon corporation formed thereunder, subject to any limitations contained in any statute of the State of Florida.

3. The name and address of the initial registered agent of the corporation is:

LARRY MILOWSKY, 3590 N.W. 54TH ST., STE. 3, FT. LAUDERDALE, FL 33309

4. The mailing address and principal place of business of the corporation is:

3590 N.W. 54TH ST., STE. 3, FT. LAUDERDALE, FL 33309

- 5. The aggregate number of shares which the corporation shall be authorized to issue is 1,000 with no par value.
- 6. The name and address of the incorporator is:

Frank Orlando 46 State Street 3rd Floor Albany, NY 12207

7. The corporation to exist perpetually.

IN WITNESS WHEREOF, the undersigned incorporator, being over the age of 21, has executed this certificate on the 7th day of August 2002.

Frank Orlando Incorporator ((4020801781226)))

LARRY MILOWSKY

NO. 6743 FP. 7 02/02 NO. 6701

AUG. 7. 2002 11:24AM

((HO20061781226)))

Acceptance of Appointment as Registered Agent

I, Larry Millowsky do hereby accept appointment as Registered Agent of HIGH POINT MERCHANDISING CORP, and am familiar with the provisions of section 607.325 of the Florida General Corporation Act.

Dated: August 7, 2002

Registered Agent

(((40 2000 1781226)))