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Stambaugh & Tarone, P.A.

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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

ERI Merchandising Services, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ERI MERCHANDISING SERVICES, INC.**

The undersigned, desiring to organize a corporation under the Florida Business Corporation Act, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME & PRINCIPAL OFFICE**

The name of the corporation is ERI MERCHANDISING SERVICES, INC. ("Corporation") and its principal business address is 290 Bryan Road, Dania, Florida 33004.

**ARTICLE II
DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under Florida Statutes, Chapter 607.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of the Corporation is THEODORE T. TARONE, JR., c/o Stambaugh & Tarone, P.A., 180 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

Articles of Incorporation
of
ERI Merchandising Services, Inc.

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ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is THEODORE T. TARONE, JR., 180 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

ARTICLE VII BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

RANDY PARKER
1751 N.W. 107th Way
Plantation, Florida 33322

SHAWN MCGRUDER
225 Rugby Road
West Palm Beach, FL 33405

NATHAN WARD
209 Boverlt Road
West Palm Beach, Florida 33405

ARTICLE VIII INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

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**ARTICLE IX
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.


**ARTICLE X
BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE XI
BEGINNING OF CORPORATE EXISTENCE**

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of November, 2002.



Theodore T. Tarone, Jr.

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ACCEPTANCE OF REGISTERED AGENT

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Theodore T. Tarone, Jr.

Date: Nov. 18th, 2002

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