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## Electronic Filing Cover Sheet

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From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

**truemerchant, inc.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(8)

ARTICLES OF INCORPORATION

OF

TrueMerchant, Inc.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

TrueMerchant, INC.

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSE

This Corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

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**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares	10,000
Per Value Per Share	\$0.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least, to the full par value of the stock to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-Laws.

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## ARTICLE VI

### INITIAL SUBSCRIBER/REGISTERED OFFICE AND AGENT

The initial street address of the Subscriber and registered office of this Corporation in the State of Florida shall be:

BARBARA YOSHIDA  
10018 West McNab Road  
Number 201  
Tamarac, Florida 33321

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Subscriber of this Corporation at the aforementioned address is:

BARBARA YOSHIDA

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the Stockholders of this Corporation, which meeting shall be held at such time as shall be provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial Director who is to conduct the affairs of this Corporation until the first meeting and election and qualification his successor:

<u>NAME</u>	<u>ADDRESS</u>
BARBARA YOSHIDA	10018 West McNab Road Number 201 Tamarac, Florida 33321

#### ARTICLE VIII

##### PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business of the corporation shall be:

10018 West McNab Road  
Number 201  
Tamarac, Florida 33321

#### ARTICLE IX

##### MISCELLANEOUS

1. No contract or other transaction between this Corporation and any other Corporation shall be effected or invalidated by the fact that any one or more of the Directors of this Corporation is or are interested in, or is a Director or Officer of such other Corporation.
2. Upon election of the Board of Directors by the Stockholders, such as Board shall manage the business and affairs of the Corporation, without the need of further authorization from the Stockholders, except as provided by law, or otherwise herein.
3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either Stockholders or the Directors. The Stockholders may amend, alter, or repeal any By-Laws adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Stockholders, nor may

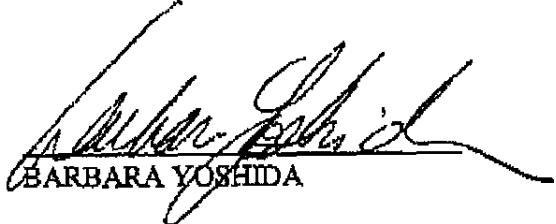
the Directors adopt By-Laws which would be in conflict with the by-Laws adopted by the Stockholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Stockholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of November, 2002.

  
BARBARA YOSHIDA

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BARBARA YOSHIDA, known to me and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 15<sup>th</sup> day of November, 2002.

NOTARY PUBLIC:

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

State of Florida at Large

(Seal)



Ira L. Zuckerman  
MY COMMISSION # CC#57425 EXPIRES  
August 14, 2004  
BONDED THROUGH FARM INSURANCE, INC.

The undersigned hereby accepts designation as Registered Agent of the Corporation.

\_\_\_\_\_  
BARBARA YOSHIDA

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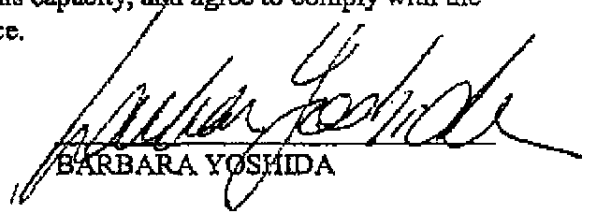
CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in  
compliance with said Act:

First-That TrueMerchant, Inc. desiring to organize under the laws of the State of Florida  
with its principal office, as indicated in the Articles of Incorporation at City of Fort Lauderdale,  
County of Broward, State of Florida has named BARBARA YOSHIDA located at 10018 West  
McNab Road, Number 2001, City of Tamarac, County of Broward, State of Florida, as its agent  
to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATION AGENT)

Having been named to accept service of process for the above stated corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

  
BARBARA YOSHIDA

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SECRETARY  
TALLAHASSEE, FLORIDA

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