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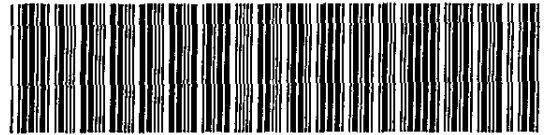
(Business Entity Name)

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DIVISION OF CORPORATE MS

1. SMITH DEC 11 2002

NOVEMBER 27, 2002

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for **RETAIL INTEGRATION CONSULTANTS, INC.** together with a check for the following:

REGISTERED AGENT FEE	\$	35.00
ARTICLES OF INCORPORATION		
FILING FEE:		35.00
CERTIFIED COPY OF ARTICLES		
OF INCORPORATION:		8.75
		-----
<b>TOTAL:</b>	<b>\$</b>	<b>78.75</b>

Please mail the Certified Copy of Articles of Incorporation to:

SMITH, SMITH & ASSOCIATES, INC.  
137 PLACID DRIVE  
FORT MYERS, FLORIDA 33919

Very truly yours,



BRIAN BAUGHER

**ARTICLES OF INCORPORATION  
OF  
RETAIL INTEGRATION CONSULTANTS, INC.**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

02 DEC -9 PM 2: 23

**BRIAN BAUGHER**, the undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: **RETAIL INTEGRATION CONSULTANTS, INC.**

**ARTICLE II - NATURE OF BUSINESS**

The general character of nature of the business to be transacted by this corporation is:

**A) CONSULTING SERVICES FOR RETAIL BUSINESS**

B) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise use and operate, real estate of all kinds, improved or unimproved, and any right or interest herein.

C) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time, owned held or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned by the corporation.

D) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock.

G) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limitation as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purpose of this corporation or calculated to facilitate the same.

H) To carry on any or all of its operations and business, and to promote its objects within the State of Florida, or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

I) To engage in any and all lawful businesses, trades, occupations and professions.

J) To do any or all of the things herein set forth to the same extent as a natural person might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone, or in company with others, and to do, and perform all such other things and acts as may be necessary, profitable, or expedient, in carrying on any of the businesses or acts named above.

The intention is that none of the objects and powers as hereinabove set forth except where otherwise specified in this Article, shall be in any wise limited or restricted by reference to or inference from the terms of any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is: 1,000 shares of common stock, each with a par value of \$1.00.

### **ARTICLE VI - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

### **ARTICLE V - ADDRESS**

The initial street address of the principal office of this corporation is to be:

**798 CYPRESS LAKE CIRCLE  
FORT MYERS, FLORIDA 33919**

The Stockholder(s) may, from time to time, designate such other address and place for the principal office of this corporation as they may see fit.

The name and address of the stockholder is:

**BRIAN BAUGHER  
798 CYPRESS LAKE CIRCLE  
FORT MYERS, FLORIDA 33919**

### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of the corporation is:

**BRIAN BAUGHER  
798 CYPRESS LAKE CIRCLE  
FORT MYERS, FLORIDA 33919**

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is:

**BRIAN BAUGHER**  
**798 CYPRESS LAKE CIRCLE**  
**FORT MYERS, FLORIDA 33919**

**STATE OF FLORIDA**  
**DEPARTMENT OF STATE**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Certificate designating place of business or Domicile for the service of process within this State, naming agent upon whom process may be served and names and addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

**RETAIL INTEGRATION CONSULTANTS, INC.**

A corporation organized ( or organizing ) under the laws of the State of Florida, with its principal office at:

**798 CYPRESS LAKE CIRCLE** in the city of **FORT MYERS**

County of **Lee**

State of **Florida**, Names as its agent to accept service of process within this State.

**BRIAN BAUGHER**

ACCEPTANCE:

I agree as Resident Agent to accept service of process; to keep office open during prescribed hours; to post my name ( and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

  
REGISTER AGENT  
BRIAN BAUGHER

OFFICERS:

**BRIAN BAUGHER**

**798 CYPRESS LAKE CIRCLE**  
**FORT MYERS, FL 33919**

  
BRIAN BAUGHER