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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

RETAILOGICS HOLDING CORP.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FL 32304

02 DEC 12 AM 8:30

FILED

am 12/13

ARTICLES OF INCORPORATION
OF

RETAILLOGICS HOLDING CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

RETAILLOGICS HOLDING CORP.

The principal place of business of this corporation shall be: 13450 SW 126 ST. SUITE 9 MIAMI, FL 33186

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 SHARES @ 1.00 PAR VALUE

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

WADE JONES
13450 SW 126 ST
SUITE 9
MIAMI, FL 33186

ISMAIL K OZTURAN
13450 SW 126 ST
SUITE 9
MIAMI, FL 33186

CHRISTOPHER THORP
13450 SW 126 ST
SUITE 9
MIAMI, FL 33186

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TALLAHASSEE, FLORIDA

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator (s) to this articles of incorporation is(are):

WADE D JONES
13450 SW 126 ST
SUITE 9
MIAMI, FL 33186

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 12 day of DECEMBER 2002

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

RETAILOGICS HOLDING CORP.

2. The name and address of the registered agent and office is:

WADE D JONES

13450 SW 126 ST SUITE 9

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FL 33186

(CITY/STATE/ZIP)

SIGNATURE _____

TITLE _____

DATE 12/12/02

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE DECEMBER 12, 2002