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(Requestor's Name)

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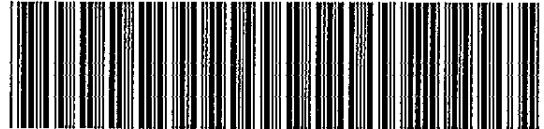
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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03 FEB 25 PM 10:35

STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

*****FILE FIRST*****

ACCOUNT NO. : 072100000032

REFERENCE : 942856 4311639

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizute

ORDER DATE : February 25, 2003

ORDER TIME : 1:52 PM

ORDER NO. : 942856-005

CUSTOMER NO: 4311639

CUSTOMER: Ms. Mary V. Carroll
Akerman Senterfitt & Eidson,
P.a.
Floor 28th
One Southeast Third Avenue
Miami, FL 33131-1714

DOMESTIC FILING

NAME: CITYMERCH CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____

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ARTICLES OF INCORPORATION 03 FEB 26 PM 1:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF
CITYMERCH CORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation is **CITYMERCH CORPORATION** (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Corporation is: 1050 Michigan Avenue, Suite 2, Miami Beach, Florida 33139.

ARTICLE III
CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to issue is Two Million (2,000,000), consisting of One Million (1,000,000) shares, par value \$.01 per share, of Common Stock and One Million (1,000,000) shares, par value \$.01 per share, of Preferred Stock. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation is authorized, by filing a certificate or amendment pursuant to the applicable law of the State of Florida, to: (i) establish from time to time the number of shares to be included in each such series; and (ii) fix the preferences, limitations and relative rights, including but not limited to dividend rights, dividend rate, conversion rights, conversion rate, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and the liquidation preferences of any wholly unissued series of shares of Preferred Stock.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1050 Michigan Avenue, Suite 2, Miami Beach, Florida 33139. The name of the Corporation's initial registered agent at that office is Dirk DeSouza.

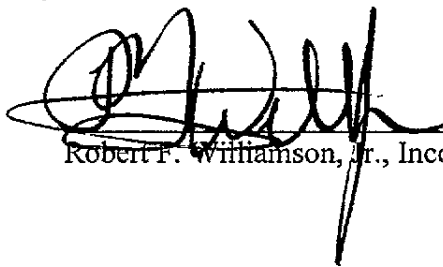
ARTICLE V
INCORPORATOR

The name and address of the incorporator of the Corporation is Robert F. Williamson, Jr., 1050 Michigan Avenue, Suite 2, Miami Beach, Florida 33139.

ARTICLE VI
INDEMNIFICATION

Any person made, or threatened to be made, a party to any threatened, pending, or contemplated action or proceeding, whether civil, criminal, administrative, or investigative, arising out of or related to such person's service as a director, officer, advisory board member, employee, or agent of the Corporation, shall be indemnified by the Corporation to the fullest extent permitted by applicable law, and the Corporation may advance to such person related expenses incurred in defense of such action, to the fullest extent permitted by applicable law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this February 24, 2003..

A handwritten signature in black ink, appearing to read 'R. Williamson, Jr.', is written over a horizontal line. The signature is stylized with a large initial 'R' and a long, sweeping underline.

Robert F. Williamson, Jr., Incorporator

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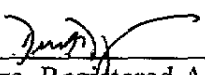
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **CITYMERCH CORPORATION**, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 24 day of February, 2003.



Dirk DeSouza, Registered Agent