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(Requestor's Name)

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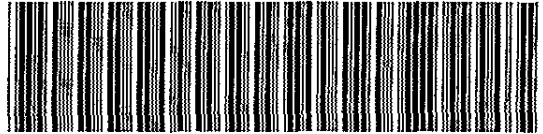
(Business Entity Name)

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ANDREW L. GRAHAM P.A.
1808 Hills Avenue
Tampa, Florida 33606
813.251.5436

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

November 17, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Greetings:

Please file Articles of Incorporation for RETAIL VANGUARD, INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Appointment	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,


Andrew L. Graham

**ARTICLES OF INCORPORATION
OF
RETAIL VANGUARD, INC.**

EFFECTIVE DATE

11/17/03

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is RETAIL VANGUARD, INC.

ARTICLE II ADDRESS

The corporation's address is 2905 San Isidro Street, Tampa, Florida 33629.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence November 17, 2003; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

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ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 2905 San Isidro Street, Tampa, Florida 33629 and the initial registered agent at that same address is Adolph Michael la Villa.

ARTICLE VII INITIAL DIRECTOR

The following individual will be the initial director of the corporation:

Adolph Michael la Villa

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Adolph Michael la Villa, 2905 San Isidro Street, Tampa, Florida 33629.

The undersigned incorporator has executed these Articles of Incorporation this 17th day of November 2003.

A handwritten signature in black ink, appearing to read 'Adolph Michael la Villa', written over a horizontal line.

Adolph Michael la Villa, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as registered agent of the corporation set forth below. I am familiar with and accept the obligations of this position.

1. The name of the corporation is RETAIL VANGUARD, INC.
2. The name and address of the registered agent is:

Adolph Michael la Villa
2905 San Isidro Street
Tampa, Florida 33629



Adolph Michael la Villa

Date: NOVEMBER 17, 2003

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