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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

SOFLA MERCHANDISING INC.

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STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida Corporation is:

SOFLA Merchandising Inc.

Article II. Address

The Corporation's mailing address is:

12615 NW 10th Street
Coral Springs, FL 33071

Article III. Registered Agent

The name and address of the Corporation's registered agent is:

Denise Karp
12615 NW 10th Street
Coral Springs, FL 33071

Article IV. Board of Directors

The names and addresses of the initial directors for the company shall be:

Marc Karp
12615 NW 10th Street
Coral Springs, FL 33071

Denise Karp
12615 NW 10th Street
Coral Springs, FL 33071

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators, Ltd.
1220 North Market Street, Suite 808
Wilmington, DE 19801
800-421-2661

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock with zero par value per share.

Article VI. Incorporator

The name and address of the incorporator is:

Jean Sobonya
1220 Market Street
Suite 808
Wilmington, DE 19801

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin upon filing of this document.

The undersigned incorporator executed these Articles of Incorporation on January 16, 2006.

s/ Jean Sobonya
Jean Sobonya
Incorporator

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STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

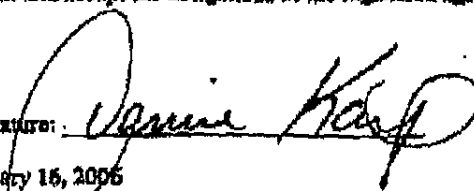
CORPORATION:

SOFLA MERCHANDISING INC .

REGISTERED AGENT/OFFICE

Denise Karp
12615 NW 16th Street
Coral Springs, FL 33071

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Agent Signature: 

Date: January 16, 2006

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Wilmington, DE 19801
800-421-2661

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