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FAX NO. 954 772 4224

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Account Name : ARTHUR R. ROSENBERG, P.A.  
Account Number : I20020000005  
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

NEXT RETAIL, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The undersigned, desiring to form a Corporation for the purposes hereinafter stated, under and pursuant to Chapter 607 of the Florida Statutes, do hereby declare as follows:

**I. NAME**

The name of the Corporation shall be **NEXT RETAIL, INC.**

**II. BUSINESS AND POWERS**

**SECTION A:** The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all powers as provided in Chapter 607, Florida Statutes.

**III. STOCK**

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any time shall be **FIVE HUNDRED (500)** shares of common stock having a par value of **\$1.00** per share. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose or at the organizational meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company.

**IV. MINIMUM CAPITAL**

The amount of capital with which this Corporation will begin business shall not be less than **FIVE HUNDRED DOLLARS (\$500.00)**.

**V. TERM OF EXISTENCE**

This Corporation shall have a perpetual existence.

**VI. PRINCIPAL OFFICE**

The principal office or place of business of the Corporation shall be located at **6499 North Powerline Road, Suite 106, Fort Lauderdale, Florida 33309**.

**VII. BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than four (4) or as may be modified in accordance with the By-Laws of the Corporation.

Prepared by:  
Arthur K. Rosenberg (FBN 325805)  
6499 North Powerline Road, Suite 106  
Fort Lauderdale, FL 33309  
(954) 772-5151

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### **VIII. INCORPORATORS**

The name and street address of each person signing these Articles of Incorporation is:

**NAME**

**ADDRESS**

ARTHUR R. ROSENBERG

6499 North Powerline Road,  
Suite 106  
Fort Lauderdale, Florida 33309

### **IX. ASSIGNMENT OF SUBSCRIPTION RIGHTS**

The original incorporators of the corporation shall have the right, upon its organization, to assign and deliver the subscriptions of stock to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

### **X. MANAGEMENT**

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida.

### **XI. TRANSACTIONS WITH RELATED PARTIES**

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or Officer of or are the directors or officers of such other corporation, and any director or directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be effected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to be interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be otherwise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

### **XII. CUMULATIVE VOTING**

At all elections of Directors of the Corporation, each common shareholder shall be entitled to as many votes as shall equal the number of votes which (except for this provision) he would be entitled to cast for the election of Directors with respect to his shares, multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

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### **XIII. PRE-EMPTIVE RIGHTS**

No shareholder of the Corporation shall have a pre-emptive right because of his shareholdings to have first offered to him any part of any of the presently authorized shares of the Corporation hereafter issued, optioned or sold, or any part of any debenture, bonds, notes or securities of the Corporation convertible into shares hereafter issued, optioned or sold by the Corporation. This provision shall operate to defeat rights in all shares and classes of shares now authorized and in all debentures, bonds, notes or securities of the Corporation which may be convertible into shares, and also to defeat pre-emptive rights in any and all shares and classes of shares and securities convertible into shares which the Corporation may be hereafter authorized to issue by any amended certificate duly filed. Thus, any and all shares of the Corporation presently authorized, and any and all debentures, bonds, notes or securities of the Corporation which may be hereafter authorized, may at any time be issued, optioned and contracted for sale, sold and disposed of by the direction of the Board of Directors of the Corporation to such persons, and upon such terms and conditions as may to the Board of Directors seem proper and advisable, without first offering such shares or securities or any part thereof to existing shareholders.

### **XIV. INDEBTEDNESS**

The highest amount of indebtedness or liability to which this Corporation may at any time subject itself to is unlimited.


### **XV. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 6499 North Powerline Road, Suite 106, Fort Lauderdale, Florida 33309 and the name of the initial registered agent of this Corporation at that address is **ARTHUR R. ROSENBERG**.

### **XVI. EFFECTIVE DATE**

The effective date of this Corporation shall be the date as filed in the Secretary of State's Office in Tallahassee, Florida.

**IN WITNESS WHEREOF**, I have made, subscribed and acknowledged these Articles of Incorporation at Fort Lauderdale, Florida, this 9 day of September 2009.

  
ARTHUR R. ROSENBERG

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STATE OF FLORIDA )  
 )SS:  
COUNTY OF BROWARD )

ON THIS DAY, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared **ARTHUR R. ROSENBERG**, who is personally known to me or who produced his driver's license as identification, who took an oath and who is well known to be the Incorporator described in and who executed the foregoing Articles of Incorporation of **NEXT RETAIL, INC.**, and he executed the same as such Incorporator for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Florida, on this 9 day of September 2009.

*Jean M. Cinnante*  
NOTARY PUBLIC, State of Florida

My Commission Expires:



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TALLAHASSEE, FLORIDA

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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**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **NEXT RETAIL, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at **6499 North Powerline Road, Suite 106, Fort Lauderdale, Florida 33309**, has named **ARTHUR R. ROSENBERG**, located at **6499 North Powerline Road, Suite 106, Fort Lauderdale, Florida 33309**, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

*Arthur R. Rosenberg*  
ARTHUR R. ROSENBERG

DATED: September 9, 2009

Prepared by:  
Arthur R. Rosenberg (FBN 325805)  
6499 North Powerline Road, Suite 106  
Fort Lauderdale, FL 33309  
(954) 772-5151