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NAME: VISUAL MERCHANDISING, INC.
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ARTICLES OF INCORPORATION

OF

VISUAL MERCHANDISING, INC.

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be VISUAL MERCHANDISING, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida at the following address, which is also the mailing address of the corporation: 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316.

ARTICLE III

1. The number of shares of authorized capital stock in this corporation shall be seven thousand five hundred (7500) shares of common stock with a nominal or par value of $1.00 each.

2. The capital stock may be paid for in property, labor, service, or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

LARRY J. BEHAR, P.A.
888 S.E. Third Avenue
Suite # 400
Fort Lauderdale, Florida 33316
Tel.: (305) 524-8888
Fax : (305) 524-0088

FLORIDA BAR # 281743

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ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be 888 S.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida 33316, or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

ARTICLE VII

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting, is:

NAME:	ADDRESS:	NUMBER OF SHARES:
Pierre Jean Balsano	888 S.E. Third Avenue Suite # 400 Fort Lauderdale, Florida 33316	7500

ARTICLE VIII

The initial registered office shall be at 888 S.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33316. The initial registered agent at the same address shall be LARRY J. BEHAR, P.A.

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ARTICLE X:

1. When the stockholders so determine, any increase of the common stock shall be first offered prorata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.

2. Any meeting of the stockholders may be held within or without the State of Florida.

3. Officers of the corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this ___ day of January, 1995.

PIERRE JEAN BALZANO

REGISTERED AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED IF THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.

LARRY J. BEHAR, P.A.

By ___
Registered Agent

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