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CR2E031(1/95)

Examiner's Initials

ARTICLES OF INCORPORATION

..1

THE RACK ROOM, INC.

96 SEP 26 PH 12: 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

THE RACK ROOM, INC.

ARTICLE 11 - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred Shares (500) of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office and mailing address of the corporation is:

THE RACK ROOM, INC. 10323 Southern Boulevard Royal Palm Beach, Florida 33411

The name and Street address of the Initial Registered Agent of this corporation is:

Daren Rubenfeld 10323 Southern Boulevard Royal Palm Beach, Florida 33411

This corporation shall have One (1) director originally. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is as follows:

Robert Miller 10323 Southern Boulevard Royal Palm Beach, Florida 33411

ARTICLE VII - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is as follows:

Christopher Austin 10323 Southern Boulevard Royal Palm Beach, Florida 33411

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IN WITNESS WHERF		ned subscriber has o	xeculed these Artic	les of Inco	rporation litt	į
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County of Palm Beach

before me, a Notary Public authorized to take acknowledgments in the State and County of Palm Beach, Florida, personally appeared:

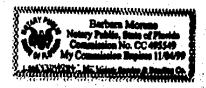
CHRISTOLISC AUSTIN FL Drivers License Identification

known to me to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that Christopher Austin executed these Articles of Incorporation, that he is personally known to me, and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 25th day of September, 1996.

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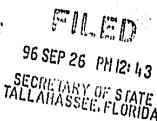
Printed Notary Signature



CERTIFICATE OF ACKNOWLEDGMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF



THE RACK ROOM, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

10323 Southern Boulevard Royal Palm Beach, Florida 33411

has named DAREN RUBENFELD located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated above, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

Registered Agen

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	Reinstatement			
	Trademark			

Other

CR2E031(1 95)

Examiner's Initials



December 12, 1996

Chris Austin Southern Mgmt I Inc. 10323 Southern Blvd. Royal Palm Beach, FL 33411

SUBJECT: THE RACK ROOM, INC.

Ref. Number: P96000080318

We have received your document for THE RACK ROOM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris Corporate Specialist

Letter Number: 196A00055589

AMENDMENTS TO THE ARTICLES OF INCORPORATION

of

THE RACK ROOM, INC.

The Undersigned shareholders and directors to these Amendments to the Articles of Incorporation, a natural person competent to contract, hereby amends the Articles of Incorporation of the Seagate General Store, Inc. as follows:

This corporation shall have One (1) director originally. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the director of the corporation is as follows:

Christopher Austin 10323 Southern Boulevard Royal Palm Beach, Florida 33411

ARTICLE VIII - OFFICERS

The name and address of the officers of the Corporation are:

President - Christopher Austin Vice President - Christopher Austin Secretary - Christopher Austin Treasurer - Christopher Austin 7 JAN 21 PH 12: 54 ECKETAN OF STATE HTTPANSSEF FLORID

These Amendments are made by director action with the approval of the shareholders of the corporation. The vote by shareholders was unanimous consent for the adoption of these amendments.

IN WITNESS WHEREOF.	the undersigned director(s) has executed these Amendments to the Articles of Incorporation
the 17th day of Describer	1996
יוארווייבולין ועל פועיולין די פווען	
All land	the undersigned director(s) has executed these Amendments to the Articles of Incorporation

State of Florida

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County of Palm Beach

before mya Milary Public authorized to take acknowledgements in the State and County of Palm Beach, Florida,

Signature

Identification

known to me to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that Christopher Austin executed these Articles of Incorporation, that he is personally known to me, and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 17th day of December, 1996.

Notary Public

Printed Notary Signature

OFFICIAL NOTARY SEAL KATHLEEN M CLINE COMMISSION NUMBER CC594214
MY COMMISSION EXPIRES OCT. 17,2000

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AMENDMENTS TO THE ARTICLES OF INCORPORATION

of

THE RACK ROOM, INC.

The Undersigned shareholders and directors to these Amendments to the Articles of Incorporation, a natural person competent to contract, hereby amends the Articles of Incorporation of the Seagate General Store, Inc. as follows:

This corporation shall have One (1) director originally. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the director of the corporation is as follows:

> Christopher Austin 10323 Southern Boolevard Royal Palm Beach, Florida 3341 U

ARTICLE VIII - OFFICERS

The name and address of the officers of the Corporation are:

President - Christopher Austin Vice President - Christopher Austin Secretary - Christopher Austin Treasurer - Christopher Austin

These Amendments are made by director action with the approval of the shareholders of the corporation. The vote by shareholders was unanimous consent for the adoption of these amendments.

IN WITNESS WIEREOF, the undersigned director(s) has executed these Amendments to the Articles of Incorporation this 17 had of December 1996.

State of Florida

County of Palm Beach

Mary Public authorized to take acknowledgements in the State and County of Palm Beach, Florida,

Signature

Identification

known to me to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that Christopher Austin executed these Articles of Incorporation, that he is personally known to me, and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 17th day of December, 1996.

Notary Public

OFFICIAL NOTARY SEAL KATHLEEN M CLINE COMMESSON NUMBER CC584214 OCT.