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LOUISIANA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

ACCT#: 076247002423

CONTACT: BEVERLY F BRYAN

PHONE: (954)763-1200

FAX #: (954)523-1952

NAME: UNIVEGA HOLDINGS, INC.

AUDIT NUMBER.....H96000017360

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-11-96

AD

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ARTICLES OF INCORPORATION

OF

UNIVEGA HOLDINGS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: UNIVEGA HOLDINGS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 9380 NW 39th Court, Coral Springs, Florida 33065-1500.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ROXANNE BEILLY FL BAR # 851450
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200**

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ATLAS PEARLMAN PA
FORT LAUDERDALE, FLORIDA

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ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 20,000,000 shares of common stock, par value \$.001 per share and 5,000,000 shares of preferred stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents
200 E Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have five (5) Directors initially.

ARTICLE VIII
INITIAL DIRECTOR

The name and address of the initial Director of this Corporation is:
George Pursglove 9380 NW 39th Court, Coral Springs, Florida

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The person named as initial Director shall hold office for the first three years of existence of this Corporation pursuant to the terms of this Corporations By-Laws, or until his or her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is George Pursglove, 9380 NW 39th Court, Coral Springs, Florida 33065-1500.

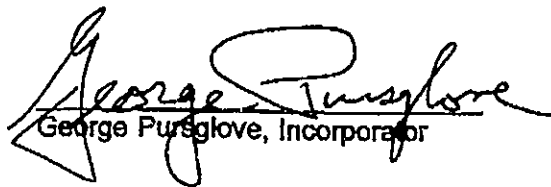
ARTICLE X
INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 11 day of December, 1986.


George Pursglove, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

UNIVEGA HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 9380 NW 39th Court, Coral Springs, Florida 33065-1500 has named South Florida Registered Agents, Inc. whose address is c/o 200 East Las Olas Boulevard, Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.
a Florida corporation

By: Beverly F. Bryan

Beverly F. Bryan, President

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

FAX #: (954) 766-7800

NAME: UNIVEGA HOLDINGS, INC.
AUDIT NUMBER.....H97000017171
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
UNIVEGA HOLDINGS, INC.

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of UNIVEGA HOLDINGS, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, does hereby certify:

First: That pursuant to Unanimous Written Consent of the Sole Shareholder and Sole Director of said Corporation dated June 2, 1997, the Shareholder and Director approved an amendment to the Corporation's Articles of Incorporation as follows:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: CONSOLIDATED MERCHANDISING SERVICES, INC.

The foregoing amendment was adopted by the Sole Director and Shareholder of the Corporation pursuant to Written Consent on June 2, 1997, pursuant to Section 607.0821 and Section 607.0704, respectively, of the Florida Business Corporation Act. The shares consenting and voted at such meeting represented all of the total issued and outstanding capital stock of the Corporation entitled to vote. Therefore, the number cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of June 2, 1997.

UNIVEGA HOLDINGS, INC.

By: 

George Pursglove, President

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ROXANNE E. BEILLY, ESQ., FL BAR # 851450
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BOULEVARD, SUITE 1900
FORT LAUDERDALE, FL 33301
PHONE NO.: (954) 763-1200

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