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CLYATT & RICHARDSON
PROFESSIONAL ASSOCIATION
1551 FORUM PLACE • SUITE 300-F
WEST PALM BEACH, FLORIDA 33401

SHELTON CLYATT, JR.
KEVIN F. RICHARDSON

TELEPHONE 471-9800
FACSIMILE 471-9855
AREA CODE 561

December 9, 1996

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002029993--6
-12/17/96--01020--006
****122.50 ****122.50

Re: American Merchandise and Accessory Company

Ladies/Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed.

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very sincerely,



Kevin F. Richardson
KFR/jas
Enclosure

Dmc
12/18/96

FILED
96 DEC 16 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN MERCHANDISE AND ACCESSORY COMPANY

FILED
95 DEC 16 11:11:01
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of the Corporation is:

AMERICAN MERCHANDISE AND ACCESSORY COMPANY
2. PRINCIPAL ADDRESS.. The principal place of business and mailing address of this corporation shall be:

3000 Okeechobee Road
West Palm Beach, FL 33409
3. DURATION. The period of its duration is perpetual.
4. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. CAPITAL STOCK. The Corporation is authorized to issue 4000 shares, all of one class, at no par value common.
6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the Initial Registered Agent and office of this Corporation is as follows:

Kevin F. Richardson, Esq.
Clyatt & Richardson, P.A.
1551 Forum Place, #300-F
West Palm Beach, FL 33401
7. INITIAL BOARD OF DIRECTORS. This Corporation shall have two (3) Directors initially. The number of Directors shall be no less than one by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial Director(s) and Officers of this Corporation are:

NAME
Gordon Jacobs

ADDRESS
3000 Okeechobee Blvd.
West Palm Beach, FL 33409

Benjamin Lambert

3000 Okeechobee Blvd.
West Palm Beach, FL 33409

James Bradley

3000 Okeechobee Blvd.
West Palm Beach, FL 33409

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

Kevin F. Richardson


1551 Forum Place, Suite #300-F
West Palm Beach, Florida 33401

9. AMENDMENT TO ARTICLES. This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amending hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this ____ day of December, 1996


INCORPORATOR

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.


REGISTERED AGENT
Kevin F. Richardson

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Kevin F. Richardson, to me known to be the person who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2 day of
December, 1996.

Judith Ann Sultan
NOTARY PUBLIC - STATE OF FLORIDA
My commission expires:



JUDITH ANN SULTAN
MY COMMISSION # CC316854 EXPIRES
September 18, 1997
BONDED THRU TROY FARM INSURANCE, INC.