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KANETSKY MOORE

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TO: DIVISION OF CORPORATIONS *attn: Dana* FAX #: (904) 922-4001
FROM: KANETSKY, MOORE & DEBOER, P.A. ACCT#: 075350000267
CONTACT: ANNE M TAYLOR
PHONE: (941) 485-1571 FAX #: (941) 484-7226

NAME: RETAIL CENTRIC CONSULTING, INC.
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RETAIL CENTRIC CONSULTING, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME and ADDRESS

The name of the corporation shall be RETAIL CENTRIC CONSULTING, INC.

The principal place of business and mailing address of this corporation shall be as follows:

Corporate Address:

1969 White Feather Lane
Nokomis, FL 34275

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on February 1, 1997.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the

THIS INSTRUMENT PREPARED BY
Erik R. Lieberman
Attorney At Law
P.O. Box 1767
Venice, Florida 34284-1767
(941) 485-1571
Fla. Bar #393053

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United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share. The corporation elects to have preemptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

LAWRENCE H. BERGER
1969 White Feather Lane
Nokomis, FL 34275

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of one director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified is as follows:

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Name and street address

LAWRENCE H. BERGER
1969 White Feather Lane
Nokomis, FL 34275

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Name and street address

LAWRENCE H. BERGER
1969 White Feather Lane
Nokomis, FL 34275

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 29 day of January, 1997.

Laurence H. Berger
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 29 day of January, 1997, by LAWRENCE H. BERGER, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.

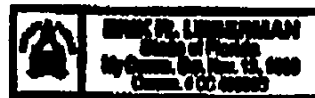
Printed Name of Notary:

ERIK R. LIEBERMAN

Notary Public

Commission #

My commission expires:



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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Lawrence H. Berger
Registered Agent

DATE: January 29, 1997

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