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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

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(305) 350-2446

NAME: RETAIL SYSTEMS SOLUTIONS, INC.

AUDIT NUMBER.....H97000004327

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

CERT. OF STATUS..0

PAGES..... 3

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Fax Audit No. H97- 4327

ARTICLES OF INCORPORATION
OF
RETAIL SYSTEMS SOLUTIONS, INC.

ARTICLE I -- NAME

The name of this corporation is RETAIL SYSTEMS SOLUTIONS, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation are:

4250 Pine Tree Drive
Miami Beach, Florida 33140.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV -- CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, all of which are to have a par value of One Dollar (\$1.00).

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4250 Pine Tree Drive
Miami Beach, Florida 33140;

and the name and address of the initial registered agent of this corporation are:

Name

Address

Roman Bogart

4250 Pine Tree Drive
Miami Beach, Florida 33140.

This instrument prepared by:
Terry H. Tracht, Esquire
Florida Bar No. 0932061
P.O. Box 2191
Miami Beach, Florida 33140

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Fax Audit No. H97- 4327ARTICLE VI -- COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VII -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of two (2) persons. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be fewer than one. The name and address of the initial director of this corporation are:

<u>Name</u>	<u>Address</u>
Roman Bogart	4250 Pine Tree Drive Miami Beach, Florida 33140;
David Pabon	200 Birch Road #403 Fort Lauderdale, Florida 33316.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

<u>Name</u>	<u>Address</u>
Roman Bogart	4250 Pine Tree Drive Miami Beach, Florida 33140.

ARTICLE IX -- BY-LAWS

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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Fax Audit No. H97- 4327ARTICLE X -- INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

ARTICLE XI -- AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 13th day of March, 1997.

Roman Bogart

Roman Bogart, Incorporator and Registered Agent

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