



# THE COMPANY CORPORATION

1313 N Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

P97000032269

March 27, 1997

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

FILED  
97 APR -7 PM 2:06  
TALLAHASSEE, FLORIDA

RE: SHOP TILL YOU DROP INC.  
P3225733SHKAM

300002143673--5  
-04/15/97--01061--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for SHOP TILL YOU DROP INC.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact our Non Delaware Filings Department with questions regarding the enclosed, (302) 575-0440, Ext. 7003.

Very truly yours,

*Regina Cephas*  
Regina Cephas  
Vice President

enc.

F. CHESNIN

APR 10 1997

ARTICLES OF INCORPORATION  
OF  
SHOP TILL YOU DROP INC.

The undersigned natural person(s), of the age of 21 or more acting to form a corporation under the corporate laws of the State of Florida do hereby certify the following:

FIRST: The name of the corporation will be SHOP TILL YOU DROP INC.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643. The name of agent at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 3382 Bowers Lane, Jacksonville, FL 32257.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporations Act.

FIFTH: The total authorized stock of this corporation is divided into 100 share(s) at no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are elected are as follows:

Randy Meg Kammer 3382 Bowers Lane, Jacksonville, FL 32257.  
Roberta Kammer-Ross 33800 Miles Rd., Solon, OH 44139.

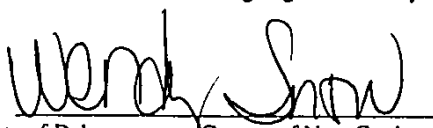
SEVENTH: The duration of this corporation is perpetual.

EIGHTH: This is a Close Corporation.

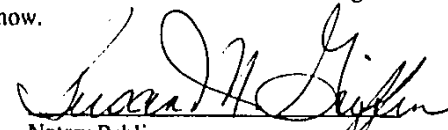
NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow 1313 N. Market Street Wilmington, DE 19801.

I/We, the undersigned, being the incorporator(s) of the corporation identified above, declare that I/we have examined the foregoing this 27th day of March, 1997.

  
State of Delaware County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of March, 1997 by Wendy Snow.

  
Notary Public

SUSAN M. GRIFFIN  
NOTARY PUBLIC - STATE OF DELAWARE  
MY COMMISSION EXPIRES OCT. 6, 2000

This document was prepared by, Wendy Snow, 1313 Market Street, Wilmington, DE 19801 (302) 575-0440.

TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS  
MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this SHOP TILL YOU DROP INC. desiring to  
organize under the laws of the state of Florida with its principal place of business located in  
the city of Jacksonville, State of Florida, has named Larry Wolfe  
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of  
process within Florida.

Having been named to accept service of process for the above stated corporation, at  
the place designated in this Certificate, I hereby agree to act in this capacity, and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

  
Larry Wolfe

March 27, 1997  
Date

TALLAHASSEE, FLORIDA

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