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J. GERARD CORREA, P.A.

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ATTORNEY AT LAW
BOARD CERTIFIED TAXATION

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(813) 797-3058



REPLY TO
ST. PETERSBURG

FAX (813) 576-8513

August 13, 1997

Secretary of State
Charter Division - Corporations
409 E. Gaines Street
Tallahassee, FL 32304

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-08/20/97--01081--003
****122.50 ****122.50

Re: Retail Marketing, Inc.

Gentlemen:

Enclosed herewith is a duplicate Articles of Incorporation for Retail Marketing, Inc. Enclosed is our check in the amount of \$122.50, covering the following fees:

Filing Tax	\$ 35.00
Certified copy of Articles	52.50
Registered Agent fee	<u>35.00</u>
Total	\$122.50

Please send a certified copy of the Articles of Incorporation to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/dha
Enclosure

FILED
97 AUG 20 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9N 8/21/97

ARTICLES OF INCORPORATION
OF
RETAIL MARKETING, INC.

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97 AUG 20 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is RETAIL MARKETING, INC.

ARTICLE II - Purpose

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and providing business consultation with members of the general public.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV - Period of Existence

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - Registered Office and Registered Agent

The street address of the initial office of this corporation is 2802 Pheasant Drive, City of Palm Harbor, County of Pinellas, State of Florida, 34683, and the name of the initial registered agent of this corporation at that same address is DAVID PETERSON.

ARTICLE VI - Initial Board of Directors

This corporation shall have 1 (one) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

Directors may be removed for cause. The name and address of the initial director of this corporation is:

Mr. David Peterson
2802 Pheasant Drive
Palm Harbor, Florida 34683

ARTICLE VII - Incorporator

The name and address of each person signing these articles is:

Mr. David Peterson
2802 Pheasant Drive
Palm Harbor, Florida 34683

ARTICLE VIII - Officers

This corporation shall be managed by President, Secretary and Treasurer. The offices may be held by one and the same person. Officers may be removed only for cause. The name and address of each initial officer of this corporation is:

Mr. David Peterson, President, Secretary and Treasurer
2802 Pheasant Drive
Palm Harbor, Florida 34683

ARTICLE IX - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

ARTICLE X - Indemnification

The corporation shall indemnify any officer, director, or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE XI - Amendment

The shareholders reserve the right to amend or repeal any provision contained in these Articles of Incorporation, any amendment hereto, or any right conferred on shareholders by majority vote.

The Board of Directors have no right to amend the Articles of Incorporation.

ARTICLE XII - Section 1244 Stock

It is the intention of the incorporators of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

ARTICLE XIII - Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscribers hereunto have set their hand and seal this 12th day of August, 1997.



DAVID PETERSON, Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12th day of August, 1997, by DAVID PETERSON, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

NOTARY PUBLIC



Sign

J. GERARD CORREA

Print

State of Florida at Large

My commission expires:



NOTARY PUBLIC
STATE OF FLORIDA
CC#325128
J. GERARD CORREA

MY COMMISSION EXPIRES DEC 13, 1997

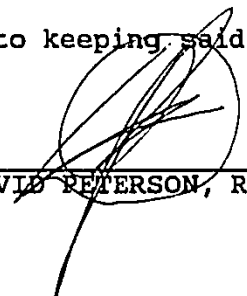
CERTIFICATE OF REGISTERED AGENT

The following is submitted in compliance with Chapter 48.091, Florida Statutes.

That RETAIL MARKETING, INC., designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Palm Harbor, County of Pinellas, State of Florida, has named DAVID PETERSON, whose address is 2802 Pheasant Drive, Palm Harbor, Florida, 34683, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.



DAVID PETERSON, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA