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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH
PHONE: (212)431-5000
(212)431-1441

FAX #:

NAME: CHAMPION MERCHANDISING CORP.

AUDIT NUMBER.....H97000014116

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

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
OF
CHAMPION MERCHANDISING CORP.**

THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information:

1. The name of the corporation is **CHAMPION MERCHANDISING CORP.**
2. The duration of the corporation shall be perpetual.
3. The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
4. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, all without par value and of one class.
5. The principal address and mailing address of the corporation will be 4435 OLD WINTER GARDEN ROAD, ORLANDO, FL 32802 and the name of its initial registered agent at such address is BlumbergExcelsior Corporate Services, Inc.
6. The number of directors constituting the initial board of directors is one and the name and address of each person who is to serve as a member thereof is as follows:

Leon Kraus, 20 Dahl Court, Brooklyn, NY 11204

7. The name and address of the sole incorporator is: **ROBERT ARATINGI**, c/o BlumbergExcelsior CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 08/26/97

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000


ROBERT ARATINGI
Sole Incorporator

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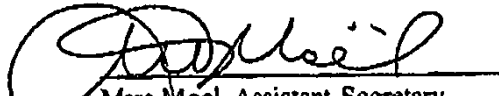
ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

I, the undersigned, do hereby accept appointment as Registered Agent of CHAMPION MERCHANDISING CORP. . the within named corporation.

Dated: 8/26/97


For: Marc Moel, Assistant Secretary
BlumbergExcelsior Corporate Services, Inc.

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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EMBASSY, FLORIDA

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