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ACCOUNT NO.: 072100000032

SECRETARY OF STATE

REFERENCE: 655807 94388A

TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE: January 2, 1998

ORDER TIME : 9:31 AM

ORDER NO. : 655807-005

-- 100002388021---3 -01/02/98--01004--016 ****122.50 ****122.50

CUSTOMER NO: 94388A

CUSTOMER: Ms. Gloria J. Robinson

ROBINSON & ASSOCIATES, PA

P. O. Box 1118

Winter Park, FL 32790-1118

DOMESTIC FILING

NAME: J & A MERCHANDISING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS:

JAN = 2 1998

ARTICLES OF INCORPORATION

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OF

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J & A MERCHANDISING, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I. NAME: The name of the corporation is J & A Merchandising, Inc.

ARTICLE II. PURPOSE: This corporation is organized for the purpose of the transaction of any lawful business for which corporations may be incorporated under the ATE laws of the United States and the State of Florida.

ARTICLE III. EFFECTIVE DATE: The effective date of this Corporation is January 1, 1998.

ARTICLE IV. DURATION: The corporation is to exist perpetually.

ARTICLE V. CAPITAL STOCKS: This corporation is authorized to issue ONE THOUSAND (1,000) SHARES of the common stock of a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE VI. PRINCIPAL PLACE OF BUSINESS OF CORPORATION: The street address of the principal place of business is 936 Freshmeadow Court, Orlando, Florida 32703.

ARTICLE VII. MAILING ADDRESS OF CORPORATION: The mailing address of the corporation is 936 Freshmeadow Court, Orlando, Florida 32703.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT: The name and address of the registered agent are as follows:

GLORIA J. ROBINSON 1320 S. Orlando Avenue, Suite 4 P.O. Box 1118 Winter Park, FL 32790-1118

ARTICLE IX. INITIAL BOARD OF DIRECTORS: This corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by an amendment of the by-laws, but shall never be less than one (1).

The name and addresse of the initial director of this corporation is:

Mervyn Ali 936 Freshmeadow Court Orlando, Florida 32703

ARTICLE X. INCORPORATORS: The name and address of the incorporator signing these Articles of Incorporation are:

GLORIA J. ROBINSON 1320 S. Orlando Avenue, Suite 4 P.O. Box 1118 Winter Park, Florida 32790-1118

ARTICLE XI. AMENDMENTS: This Corporation reserves the right to amend or repeal any provision 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 incorporator has executed these Articles of Incorporation this 31st day of Necessian 1997.

GLORIA J (ROBINSON

STATE OF FLORIDA COUNTY OF ORANGE

BEFORE ME the undersigned authority, personally appeared GLORIA J. ROBINSON who acknowledged before me that she executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 3/st day of Necenther, 1997.

Notary Public, State of Florida

LEONOR CAHILL
My Comm Exp. 8/07/55
Bonded By Service Inf
No. CC486871

[] Personally Kneich | [] Dilee 1. D.

N KISZ2905377

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of J & A Merchandising, Inc., I hereby accept and agree to act in this capacity.

GLORIA J. ROBINSON

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