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Thomas Faulk
13430 SW 26th Terrace
Miami, Florida 33175
(305) 229-2688

September 20, 1998

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE ITEM GROUP CORPORATION

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation, as well as a check in the amount of \$122.50 for the filing fees and certified copy of the Articles of Incorporation.

Very truly yours,


Thomas Faulk

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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F. CHESSEY SEP 25 1998

**ARTICLES OF INCORPORATION
OF
THE ITEM GROUP CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

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SECRETARY OF CORPORATIONS
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Article 1. Name. The name of the Corporation shall be THE ITEM GROUP CORPORATION.

Article 2. Principal Office. The principal place of business shall be 13430 SW 26th Terrace, Miami, Florida 33175 and the mailing address of this Corporation shall be 13430 SW 26th Terrace, Miami, Florida 33175.

Article 3. Shares. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 25,000 shares of common stock. Such shares shall be of a single class and shall have no par value.

Article 4. Initial Registered Agent and Street Address. The address of the initial Registered Agent of the Corporation is 13430 SW 26th Terrace, Miami, Florida 33175 and the name of its initial Registered Agent at that address is Thomas Faulk.

Article 5. Incorporator. The name and street address of the incorporator to these Articles of Incorporation is as follows: Thomas Faulk, 13430 SW 26th Terrace, Miami, Florida 33175.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than one. The name and address of the initial Director of the Corporation is as follows: Thomas Faulk, 13430 SW 26th Terrace, Miami, Florida 33175.

Article 7. Duration. The duration of the Corporation is perpetual.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date upon filing of these Articles of Incorporation.

Article 10. Indemnification. The Corporation shall indemnify each Officer, including any former Officers, to the full extent permitted by law.

Article 11. Purpose. The general purposes for which the Corporation is organized are the following.

A. To engage in and transact any lawful business for which corporation may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 21st day of September, 1998.


THOMAS FAULK

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

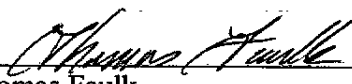
THE ITEM GROUP CORPORATION

2. The name and address of the Registered Agent and Office are:

Thomas Faulk
13430 SW 26th Terrace
Miami, Florida 33175

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent of THE ITEM GROUP CORPORATION and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.

Dated this 21st day of September, 1998.



Thomas Faulk
Registered Agent

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