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KIEVIT, KELLY & ODOM

ATTORNEYS AT LAW

ROBERT W. KIEVIT
JOHN BARRY KELLY II
BRADLEY S. ODOM
MICHAEL J. STEBBINS
STEPHEN G. WEST

PLEASE REPLY TO:

15 WEST MAIN STREET
PENSACOLA, FLORIDA 32501
TELEPHONE (850) 434-3527
FAX (850) 434-6380
E-Mail: KKO@gulf.net

475 HARRISON AVENUE
PANAMA CITY, FLORIDA 32401
TELEPHONE (850) 784-4770
FAX (850) 784-9033

FT. WALTON BCH (850) 243-9099

October 9, 1998

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

RE: New Strategies Merchandising, Inc.

600002663196-4
-10/14/98-D1022-D10-4
122.50 **78.75

Gentlemen:

Enclosed for filing and approval are the original and a copy of Articles of Incorporation of the above-referenced corporation.

Also enclosed is our check in the amount of \$122.50 filing fee and for a certified copy.

Please acknowledge and return the certified copy to me.

Thank you for your attention to this matter.

Very truly yours,

Robert W. Kievit
Robert W. Kievit

RWK:skh

Signed in Mr. Kievit's
absence to avoid delay.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

NEW STRATEGIES MERCHANDISING, INC.

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

ARTICLE I. NAME

The name of the corporation shall be NEW STRATEGIES MERCHANDISING, INC..

ARTICLE II. PRINCIPAL OFFICE

The initial principal office of the corporation shall be located at, and the mailing address of the corporation shall be, 4471 Pace Lane, Pace, Florida 32571.

ARTICLE III. TERM OF EXISTENCE

The corporation is to exist perpetually commencing on the date of filing of these Articles by the Department of State.

ARTICLE IV. CAPITAL STOCK

The corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V. INITIAL REGISTERED AGENT AND ADDRESS

The initial registered agent of the corporation is Kim C. Townsend, whose address is 4471 Pace Lane, Pace, Florida 32571.

ARTICLE VI. INCORPORATOR

The incorporator to these Articles is Kim C. Townsend, whose address is 4471 Pace Lane, Pace, Florida 32571.

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ARTICLE VII. DIRECTORS

The corporation shall initially have two directors. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one. The initial directors of the corporation and their addresses shall be:

Kim C. Townsend
4471 Pace Lane
Pace, Florida 32571

Jackie M. Nupp
R.R. No. 2, Box 132
Dubois, PA 15801

ARTICLE VIII. AMENDMENT


The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of October, 1998.


Kim C. Townsend

Having been named to accept the service of process for the above-stated corporation, at the place designated in this Certificate, Kim C. Townsend agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties, and is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 8th day of October, 1998.


Kim C. Townsend

RWK:skh:October 8, 1998

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