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CONTACT: CINDY HICKS

FROM: CORPORATE & CRIMINAL RESEARCH SERVICE
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301

TELEPHONE: 222-1173

SUBJECT: Retailonline.com, Inc

FILED
 99 FEB - 1 PM 1:22
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK # 233 FOR \$ 78.75

PLEASE FILE: 200002759952--9
-02/01/99--01055--027
*****78.75 *****78.75

ARTICLES OF INC. AMENDMENT DISSOLUTION

ANNUAL REPORT MERGER WITHDRAWAL

QUALIFICATION LIMITED PARTNERSHIP ANNUAL REPORT

FICTITIOUS NAME LIMITED LIABILITY REINSTATEMENT

TRADEMARK/SERVICE UCC-1 UCC-3

PROVIDE US WITH:

CERTIFIED COPY CERTIFICATE OF STATUS STAMPED COPY

RECEIVED
 99 FEB - 1 AM 11: 18
 DEPARTMENT OF STATE
 DIVISION OF CORPORATE AFFAIRS
 TALLAHASSEE, FLORIDA

Examiner's Initials

T. S. BRYAN FEB 01 1999

ARTICLES OF INCORPORATION
OF
RETAILONLINE.COM, INC.

FILED
99 FEB - 1 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is:

RETAILONLINE.COM, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

par value of \$1.00 per share

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

2446 19th Street
Sarasota, Florida 34234

and, the mailing address of this Corporation shall be:

2446 19th Street
Sarasota, Florida 34234

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

David Desrosiers 2446 19th Street
Sarasota, Florida 34234

ARTICLE VII - DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

David Desrosiers 2446 19th Street
Sarasota, Florida 34234

Nicole M. Desrosiers 2446 19th Street
Sarasota, Florida 34234

Danielle D. Kanter 2446 19th Street
Sarasota, Florida 34234

Steven Kanter 2446 19th Street
Sarasota, Florida 34234

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

David Desrosiers 2446 19th Street
Sarasota, Florida 34234

The undersigned has executed these Articles this 29th day of January, 19 99.



David Desrosiers

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for RETAILONLINE.COM, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent 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 I am familiar with and accept the obligations of my position as Registered Agent.

1/29/99
Date



David Desrosiers

"REGISTERED AGENT"

(JSR:gkm\417189)

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TALLAHASSEE, FLORIDA