CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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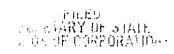
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ARTICLES OF INCORPORATION OF FLORIDA RETAILER'S ALLIANCE, INC.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is Florida Retailer's Alliance, Inc. and the principal address and principal place of business is 6798 Crosswinds Drive North, Suite C-201, St. Petersburg, FL 33710.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 6798 Crosswinds Drive North, Suite C-201, in the City of St. Petersburg, County of Pinellas, Florida 33710. The name of its registered agent at such address is Sulaman A. Hemani.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each of such shares is Ten Cents (\$0.10) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. As the initial director of this corporation, the following named person shall remain a director so long as he owns any interest in the corporation:

<u>NAME</u>

MAILING ADDRESS

Sulaman Hemani

6798 Crosswinds Drive North, Ste. C-201, St. Petersburg, FL 33710

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

<u> ARTICLE VI - AMENDMENTS</u>

The corporation reserves the right to amend and repeal any provision contained in this

Articles of Incorporation only with the unanimous vote of all the shareholders of the corporation. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Sandip I. Patel, whose mailing address is c/o PATEL, MOORE & O'CONNOR, P.A., 2240 Belleair Road, Suite 160, Clearwater, Florida 33764.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 26th day of January, 1999.

By:

Sandip I. Patel, Esquire

Incorporator

Acknowledgment of Registered Agent

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:

Sulaman A. Hemani

Registered Agent