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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : PARCORP SERVICES, LTD.
Account Number : I19990000011
Phone : (708) 974-1284
Fax Number : ~~(708) 974-1284~~

707-576-3863

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
GLOBAL MERCHANDISING SPECIALISTS INC.

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FAX AUDIT NO. (((H99000004935 5)))

STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
GLOBAL MERCHANDISING SPECIALISTS INC.

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
"GLOBAL MERCHANDISING SPECIALISTS INC."

SECOND: The street address of the initial principal office of the corporation shall be 7373 W. Country Club Blvd., Boca Raton, Florida 33487 and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 2,000 shares of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is 7373 W. Country Club Blvd., Boca Raton, Florida 33487 and the name of its initial registered agent at such address is: Steve J. Ayre.

SIXTH: This corporation is to exist perpetually.

SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is Two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

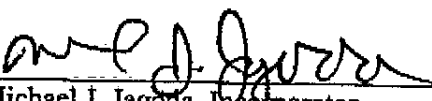
Steve J. Ayre, 7373 W. Country Club Court, Boca Raton, FL 33487

Michael J. Kangus, 400 Knightsbridge Court, Suite C, Andalousia, PA 19020

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation:

Michael J. Jagoda
10460 Roosevelt Blvd., Suite 284, St. Petersburg, Florida 33716

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of March, 1999.


Michael J. Jagoda, Incorporator

Preparer Info:

Parcorp Services, Ltd. / Michael J. Jagoda, Phone 727-576-6764
10460 Roosevelt Blvd., Suite 284, St. Petersburg, FL 33716

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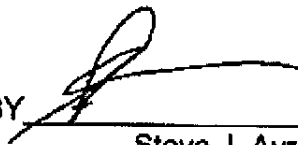
**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

GLOBAL MERCHANDISING SPECIALISTS INC.

Acceptance by the Registered Agent as required in section 607.0501 (3)
F.S.: Steve J. Ayre, is familiar with and accepts the obligations provided
for in Section 607.0505.

Dated: March 1, 1999

BY



Steve J. Ayre

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