

P99000025434

LAW OFFICES OF  
KLEINBARD, BELL & BRECKER LLP

1900 MARKET STREET/SUITE 700  
PHILADELPHIA, PENNSYLVANIA 19103

(215) 568-2000

FACSIMILE  
(215) 568-0140

E-MAIL  
KLEINBARD@AOL.COM

PAUL E. BOMZE  
MURRAY I. BLACKMAN  
HOWARD J. DAVIS  
STEVEN R. WAXMAN  
STEVEN J. ENGELMYER\*\*\*  
DAVID L. HYMAN\*  
IMOGENE E. HUGHES  
JOHN P. HICKEY  
JAY R. GOLDSTEIN  
RALPH J. MAURO\*  
THOMAS H. SPERANZA\*  
LISA E. BRODY\*\*  
MARY BETH H. GRAY\*\*\*\*  
MARY V. SLINKARD\*  
MICHAEL A. FRATTONE  
BENJAMIN C. GRAFF†

NEW JERSEY OFFICE  
SUITE 745  
1040 NORTH KINGS HIGHWAY  
CHERRY HILL, NJ 08034  
(609) 667-1700  
FACSIMILE  
(609) 782-1133

ARTHUR S. KEYSER  
COUNSEL TO THE FIRM

JOSEPH BELL  
OF COUNSEL

JOSEPH S. KLEINBARD  
(1905-1994)

ROBERT JOHN BRECKER  
(1916-1996)

DIRECT DIAL

March 11, 1999

\*ALSO MEMBER OF NJ BAR  
\*\*ALSO MEMBER OF NY BAR  
\*\*\*ALSO MEMBER OF NJ AND DC BARS  
\*\*\*\*ALSO MEMBER OF MA BAR  
†MEMBER OF NY BAR ONLY

Federal Express

Secretary of State  
Corporation Bureau  
409 East Gaines Street  
Tallahassee, FL 32399

400002806064-4  
-03/15/99-01110-008  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Retail Holdings Czech Republic, Inc.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for filing with your office. I have enclosed a check in the amount of \$122.50 to cover your filing fees. Please return the filed documents to the undersigned in the enclosed Federal Express envelope.

Thank you for your assistance in this matter.

Very truly yours,

*Lisa E. Garlatti*

LISA E. GARLATTI  
Legal Assistant

/hs

Enclosures

cc: John P. Hickey, Esq.

FILED  
99 MAR 15 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK MAR 19 1999

FILED  
99 MAR 15 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**RETAIL HOLDINGS CZECH REPUBLIC, INC.**

The undersigned, acting as incorporator, in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida General Corporation Act.

FIRST: The name of the corporation (hereinafter called the corporation) shall be **Retail Holdings Czech Republic, Inc.**

SECOND: The duration of the corporation shall be perpetual.

THIRD: The date and time of the commencement of the corporate existence is the time of filing of Articles by the Department of State.

FOURTH: The purposes for which the corporation is initially organized are:

To engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act, including but not limited to the ownership of interests in and/or operation of businesses engaged in the retail and wholesale distribution of office products.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is:

One thousand (1,000) common shares at no par value per share.

SIXTH: The address of the initial registered office and principal office of the corporation in the State of Florida is 4675 SW 74th Street, Miami, FL 33143 and the name of the initial registered agent of the corporation at such address is Alan H. Potamkin.

SEVENTH: The corporation shall have at least two directors, with the exact number to be specified by a majority of the directors from time to time. The number of directors constituting the initial Board of Directors of the corporation is two and the names and the addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

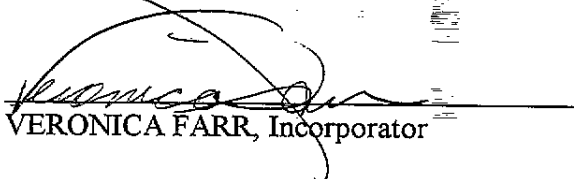
<u>NAME</u>	<u>ADDRESS</u>
Robert Potamkin	4675 S.W. 74th Street Miami, FL 33143
Alan H. Potamkin	4675 S.W. 74th Street Miami, FL 33143

EIGHTH: The corporation shall indemnify its officers and directors to the fullest extent permitted by law either now or hereafter.

NINTH: The name and the address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ms. Veronica Farr	4675 S.W. 74th Street Miami, FL 33143

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 12th day of March, 1998.

  
VERONICA FARR, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation name in the foregoing Articles of Incorporation.

By: 

STATE OF

COUNTY OF

)  
)  
)

SS.:

On this 12th day of March, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared Veronica Farr, who is to me known to be the person named as the incorporator in the foregoing Articles of Incorporation of Retail Holdings Czech Republic, Inc. and who duly acknowledged to me that she signed said Articles of Incorporation as the incorporator of said corporation.

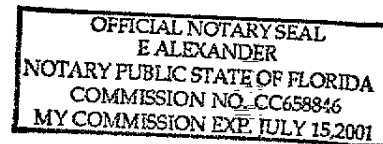
Witness my hand and seal of office on the day and year aforesaid.

*E. Alexander*

Notary Public

Commission expires:

(Notarial Seal)



FILED  
99 MAR 15 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA