

P99000100041

CHARLES PERRY, ATTORNEY
1100 Cleveland Street, Suite 900
Clearwater, FL 34615-3375
(813) 442-9330 Fax: 461-1872

FILED
99 OCT -8 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 4, 1999

EFFECTIVE DATE
10-1-99

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

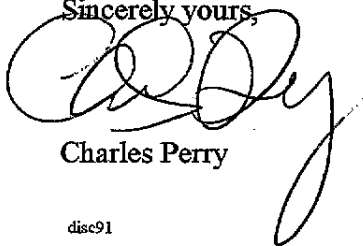
700003010117--7
-10/08/99--01072--011
*****88.75 *****87.50

C.D.S., INC.

Dear Sir:

Enclosed are the articles of incorporation for the above corporation. Please return the stamped copy with a certificate of status. A check for \$88.75 is enclosed.

Sincerely yours,



Charles Perry

disc91

S. Thompson NOV 16 1999

CHARLES PERRY, Attorney
1100 Cleveland Street, Suite 900
Clearwater, FL 33755
(727) 442-9330
Fax: 461-1872

November 10, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**RE: CDS MERCHANDISING, INC. (Replacing previously submitted
articles for CDS, Inc.)**

Dear Sir:

**Please find enclosed the articles of incorporation for the above named
corporation.**

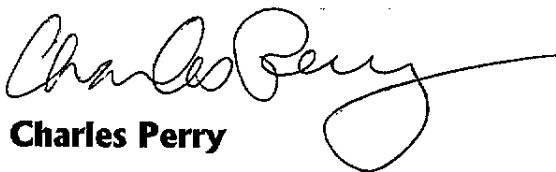
**The articles were previously submitted as "CDS, Inc." A conflict existed with
this corporate name. These articles are submitted as a replacement for CDS,
Inc.**

**Please note that the effective date is October 1, 1999 and that the registered
agent is named in the articles themselves.**

The filing fee was paid with the original articles.

Thank you for your assistance in this matter.

Sincerely yours,


Charles Perry

CP:kb
Enc.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 1999

CHARLES PERRY
1100 CLEVELAND ST., STE. 900
CLEARWATER, FL 33755

SUBJECT: C.D.S., INC.
Ref. Number: W99000023580

We have received your document for C.D.S., INC. and your check(s) totaling \$88.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 399A00050299

EFFECTIVE DATE
10-1-99

FILED
99 OCT -8 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
C.D.S. MERCHANDISING, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is C.D.S. MERCHANDISING, INC.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in sales and to engage in any businesses or activities which are permitted under the laws of the United States and the State of Florida.
4. The corporation shall have authority to issue 10,000 shares of one dollar par value common stock.
5. The address of the corporation's initial registered office and the name of the registered agent at such address is Charles Perry, 1100 Cleveland Street, Suite 900, Clearwater, FL 33755.
6. The principal office of the corporation is located at 2387 Podocarpus Way, Clearwater, Florida 33759-1331.
7. The number of directors constituting the initial Board of Directors is five, whose names and addresses are Jack Cooper, Karen Cooper, Scott Cooper, Neil Cooper and Jessica Cooper, 2387 Podocarpus Way, Clearwater, Florida 33759-1331.
8. The name and address of the incorporator is Charles Perry, 1100 Cleveland Street, Suite 900, Clearwater, FL 33755.
9. The Board of Directors shall have authority to adopt a seal and stock certificates.
10. The corporation shall indemnify each director to the fullest extent permitted by law.

11. Corporate existence shall begin on October 1, 1999.

12. The corporation may organize prior to its effective date, nunc pro tunc for that date.

Charles Perry
Charles Perry, Incorporator

STATE OF FLORIDA
S.S.
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared the above incorporator, well known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and did freely and voluntarily acknowledge before me, according to law, that the articles were made and subscribed for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in the county and state aforesaid on November 10, 1999.

Kathy Baird
NOTARY PUBLIC

KATHY BAIRD

Notary Public, State of Florida

My commission expires: Commission Expires, Jan. 11, 2002

Comm. No. CC707345

Personally Known X Or Produced Identification _____

Type of Identification Produced A/A

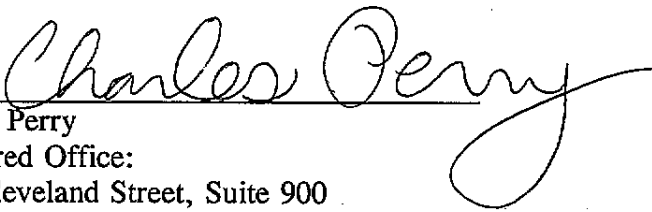
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. C.D.S. MERCHANDISING, INC., a Florida corporation, has named Charles Perry, as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.

2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED November 10, 1999


Charles Perry
Registered Office:
1100 Cleveland Street, Suite 900
Clearwater, FL 33755

disc93

FILED
99 OCT -8 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA