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

From: Account Name : AL CLARK  
Account Number : 072100000173  
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FLORIDA PROFIT CORPORATION OR P.A.

STEPHAN'S MERCHANTS, Inc.

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 24, AM 8:38

B. McKnight MAY 25 2000

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### ARTICLES OF INCORPORATION

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

#### ARTICLE I NAME

The name of the corporation shall be

STEPHAN'S MERCHANTS, INC.

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#### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4435 CRENSHAW BLVD  
LOS ANGELES, CALIFORNIA 90043

#### ARTICLE III SHARES

The number(s) of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 SHARES  
NO PAR

#### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Prepared by:

Name: DARLA HORNE & MELVIN STEPHAN

Address: 4435 CRENSHAW BLVD

LOS ANGELES, CALIFORNIA 90043

Accounting & Tax Help, INC.

8668 PARK BLVD Suite A

SEMINOLE, Florida 33777

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**ARTICLE V DIRECTOR(S)**

The number of directors constituting the initial Board of Directors of the corporation is TWO ( 2 ) and the name(s)and address(es) of the person(s) who is to serve as director(s) until the first annual meeting of shareholders or until his or her successor(s) is(are) elected and qualified is(are):

MELVIN STEPHAN (D.PRES.)  
DARLA HORNE (D.V PRES.)  
4435 CRENSHAW BLVD  
LOS ANGELES, CALIFORNIA 90043

**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are) :

MELVIN STEPHAN  
AND  
DARLA HORNE  
4435 CRENSHAW BLVD  
LOS ANGELES, CALIFORNIA, 90043

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this

23<sup>rd</sup> day of May, 2000

(An additional article must be added if an effective date is requested.)

X Melvin C. Stephan  
Signature

X Darla  
Signature

\_\_\_\_\_  
Signature

Notarization is not required

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is:

STEPHAN'S MERCHANTS, INC.

2. The name and address of the registered agent and office is:

Accounting & Tax Help, INC.  
(Name)

8668 PARK BLVD., Suite A  
(P.O. Box not acceptable)

SEMINOLE, Florida 33777  
(City/State/Zip)

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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.*

Al Clark DATE 05-24-00  
(Signature)  
**PRESIDENT**

**DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314**

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