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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

DEALSUSA.COM,INC.

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ARTICLES OF INCORPORATION

OF

DealsUSA.com, Inc.

ARTICLE 1: NAME

The name of this Corporation is: **DealsUSA.com, Inc.**

ARTICLE 2: DURATION

This Corporation shall exist perpetually.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000,000 shares of \$.01 par value common stock.

**ARTICLE 5: INITIAL PRINCIPAL
OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 4125 Woodlark Drive Tampa, FL 33624.

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 633 N. Franklin Street, Suite 601, Tampa, FL 33602, and the name of the initial registered agent of this Corporation at that address is Iglar & Dougherty, P.A. c/o Andrew L. Adler, Esquire.

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ARTICLE 7: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have 2 directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

<u>NAMES</u>	<u>ADDRESSES</u>
1. S. Cash Ulmer	4125 Woodlark Drive Tampa, FL 33624
2. Robert O'Neill	1910 Spanish Trail, #5 Delray Beach, FL 33483

ARTICLE 8: INCORPORATOR

The name and address of each person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
S. Cash Ulmer	4125 Woodlark Drive Tampa, FL 33624

ARTICLE 9: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of April, 2000.



S. Cash Ulmer
Incorporator

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Articles of Incorporation
DealsUSA.com, Inc.
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 5th day of April, 2000.



Andrew L. Adler, Esquire of
Iglor & Dougherty, P.A.
Registered Agent

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