

TRANSMITTAL LETTER
P01000031398

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400003908374--2
-03/26/01--01004--012
*****87.50 *****87.50

SUBJECT: Price Beaten
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: ANORES J CASTRO
Name (Printed or typed)

11321 SW 40 TERRACE
Address

MIAMI FL 33165
City, State & Zip

305-522-6526
Daytime Telephone number

FILED
01 MAR 26 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FL 32304

NOTE: Please provide the original and one copy of the articles.

10-88-01
3-28-01

**ARTICLES OF INCORPORATION
OF
PRICE BEATER, INC.**

FILED
01 MAR 26 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators adopt the following Articles of incorporation:

Article One

The name of the corporation is:

Price Beater, Inc.

Article Two

The street and mailing address of the initial principal office of the corporation is:

11321 SW 40 ter.
Miami, Fl. 33165

Article Three

The duration of the corporation is perpetual.

Article Four

The general purposes for which the corporation is organized are: To transact any other business for which corporations may be incorporated under the Florida Business Corporation Act -or engage in any other trade or business which can, in the opinion of the management of the corporation, be advantageously carried on in connection with or auxiliary to the preceding business.

Article Five

There shall be one class of shares issued: 1,000 shares of Class A common stock, which shall have all the rights, and privileges offered shares. Each stock shall be without par value.

Article Six

The name and address of the initial registered agent is:

Andres J Castro
11321 SW 40 ter.
Miami, Fl. 33165

Article Seven

The corporation shall be without a board of directors, and the officers of the corporation, who shall be elected by the shareholders, shall assume all management functions.

Article Eight

The name and address of each incorporator is:

Andres J Castro 11321 SW 40 Ter. Miami, Fl. 33165

Article Nine

No shareholder of the corporation may offer their shares to any outside interests without first offering said share to the corporation. The corporation shall have ninety 90 days to accept said offer, to be determined by the corporate accountant. If the corporation refuses to buy said shares, the shareholders may offer them to outside interests, subject to the approval of the corporation, which shall not be unreasonably withheld.

Article Ten

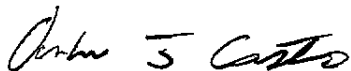
The shareholders of the corporation shall be granted preemptive right to any new issue of shares issued by the corporation.

Article Eleven

The corporation is to be considered a subchapter S corporation for both state and federal tax purposes. Further, section 1244 of the IRS Code shall be applicable and the shareholders of the Corporation shall be allowed to elect this.

Executed by undersigned:

Andres J Castro



Date

03-20-01

**CERTIFICAT OF DESIGNATION OF
REGISTER AGENT REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF FS § 607.0501 or
FS § 617.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA
SUMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN STATE OF FLORIDA**

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TALLAHASSEE, FLORIDA

I The name of the corporation is*.

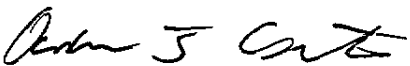
Price beater, Inc.

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

Andres J Castro
11321 SW 40 ter.
Miami, Fl. 33165

Having been named as registered 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 whit the provisions of all statues relating to proper and performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Andres J Castro



Date

03-20-01

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P.O. BOX 6327
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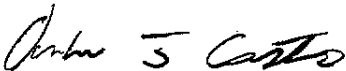
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ORGANIZED UNDER THE LAW OF THE STATE OF FLORIDA
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