

**P01000052616**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

Bargain TV Network, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
BARGAIN TV NETWORK, INC.**

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name and Mailing Address**

The name of this corporation shall be:

**Bargain TV Network, Inc.**

The address of the principal office and the mailing address of this corporation is:

**19828 Gulf Boulevard, Unit 301  
Indian Shores, Florida 33785**

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on May 23, 2001, and shall have perpetual existence.

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**ARTICLE III****Purposes**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV****Powers**

The corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes, as may be amended from time-to-time.

**ARTICLE V****Capital Stock**

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

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(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes.

**ARTICLE VI**

**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is:

**19828 Gulf Boulevard, Unit 301  
Indian Shores, Florida 33785**

and the name of the corporation's initial registered agent at such address is:

**John G. Bims**

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes, as may be amended from time-to-time.

**ARTICLE VII**

**Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of each person who is to serve as a member thereof is as follows:

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<u>Name</u>	<u>Address</u>
Steven W. Parker	19828 Gulf Boulevard, Unit 302 Indian Shores, Florida 33785
John G. Binns	19828 Gulf Boulevard, Unit 301 Indian Shores, Florida 33785

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

#### ARTICLE VIII

##### Incorporators

The name and address of each incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
John G. Binns	19828 Gulf Boulevard, Unit 301 Indian Shores, Florida 33785

#### ARTICLE IX

##### Indemnification

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes, as amended from time-to-time.

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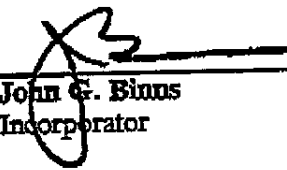
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**ARTICLE X**

**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
John G. Binns  
Incorporator

**Acceptance of 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 Section 607.0505, Florida Statutes.

DATED this 25 day of May, 2001.

  
\_\_\_\_\_  
John G. Binns,  
Registered Agent

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STATE OF FLORIDA )  
COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, on this 25<sup>th</sup> day of May, 2001, personally appeared John G. Binns, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Rita M. Holston  
MY COMMISSION # 00812809 EXPIRES  
March 26, 2003  
BONDED THRU TROY FARM INSURANCE INC.

Rita M. Holston  
Print Name:  
Notary Public for State of Florida  
(SEAL)  
Personally Known ID Produced  
My Commission Expires: