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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.**800 FARE-4-LESS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	83 4
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7/10/02
[Signature]
4

ARTICLES OF INCORPORATION
OF
800 FARE-4-LESS, INC

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is 800 FARE-4-LESS, INC

ARTICLE II

This corporation shall have perpetual existence commencing upon the execution hereof.

ARTICLE III

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

ARTICLE IV

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value stock.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:

ROBERT STEWART ZIPPIN, P.A.
ROBERT S. ZIPPIN, ESQ.
FLORIDA BAR #149890
7101 WEST MCNAB ROAD, SUITE 200
TAMARAC, FLORIDA 33321
PHONE 954-720-1700
FAX 954-720-1781

ARTICLE VI

The street address of the initial principal office of the corporation is 1100 Lee Wagener Boulevard, Suite 209, Fort Lauderdale/Hollywood International Airport, Fort Lauderdale, Florida 33315. The name of the initial registered agent of this corporation is Robert S. Zippin, Esq. 7101 West McNab Road, Suite 200, Tamarac, Florida 33321.

ARTICLE VII

The corporation shall have 2 director(s) initially. The number of directors may either increase or diminish from time to time by the By-Laws but shall never be less than one. The name and address of the initial director(s) of this corporation is/are:

George Asseraf

1100 Lee Wagener Boulevard, Suite 209, Fort Lauderdale/Hollywood International Airport, Fort Lauderdale, Florida 33315

Louise Daigle

1100 Lee Wagener Boulevard, Suite 209, Fort Lauderdale/Hollywood International Airport, Fort Lauderdale, Florida 33315

ARTICLE VIII

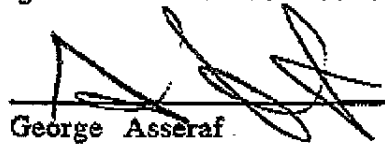
The name and address of the person signing these Articles of Incorporation is George Asseraf 1100 Lee Wagener Boulevard, Suite 209, Fort Lauderdale/Hollywood International Airport, Fort Lauderdale, Florida 33315 .

PREPARED BY:
ROBERT STEWART ZIPPIN, P.A.
ROBERT S. ZIPPIN, ESQ.
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7101 WEST MCNAB ROAD, SUITE 200
TAMARAC, FLORIDA 33321
PHONE 954-720-1700
FAX 954-720-1781

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation on this July 9, 2002 .

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George Asseraf

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) §
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
July 9, 2002 by George Asseraf, who is personally known to me or who
has produced a Florida drivers license as identification.



Robert S. Zippin
Commission # DD 062387
Expires Aug. 25, 2005
Bonded Third
Atlantic Bonding Co., Inc.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

Having been named to accept service of process for the above stated
corporation, at the place designated in the Articles of Incorporation I
hereby agree to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper and complete performance
of my duties.

Dated this July 9, 2002.


Robert S. Zippin, Esq.

PREPARED BY:
ROBERT STEWART ZIPPIN, P.A.
ROBERT S. ZIPPIN, ESQ.
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