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UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

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UCC SERVICES**

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*****70.00 *****70.00

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Shop at Home Publications Inc

- Walk In
- Mail Out
- Will Wait
- Photocopy

- Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

NEED TODAY

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

FILED
98 AUG -7 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG -7 PM 1:58
DIVISION OF CORPORATION

Dmc 8/7/98

Ordered By: _____

Date: _____

ARTICLES OF INCORPORATION

FILED

98 AUG -7 PM 3:43

Shop At Home Publications, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Shop At Home Publications, Inc.

The address of the principal office of this corporation shall be c/o Rozencwaig & Granoff, One Southeast 3rd Avenue, Suite 960, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at \$1.00 par value.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of this corporation shall be c/o Rozencwaig & Granoff, One Southeast 3rd Avenue, Suite 960, Miami, Florida 33131, and the name of the registered agent of the corporation at that address is Leslie Alan Rozencwaig.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

The names and addresses of the initial Officers and Directors are:

Yehuda Bilu	President/Director
c/o One Southeast Third Avenue	
Suite 960	
Miami, Florida 33131	

Eli Sofro	Secretary/President
c/o One Southeast Third Avenue	
Suite 960	
Miami, Florida 33131	

Sam Bilu
c/o One Southeast Third Avenue
Suite 960
Miami, Florida 33131

Treasurer/Director

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of UCC Filing & Search Services, Inc.,
has hereunto set her hand and seal of UCC Filing & Search Services, Inc., on August 7, 1998.

UCC Filing & Search Services, Inc.

By:


Its Agent, Betty B. Young

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

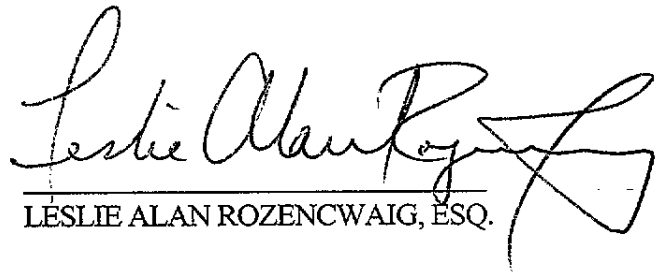
DESIGNATED IN THE ARTICLES OF INCORPORATION

LESLIE ALAN ROZENCWAIG, ESQ., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

Shop At Home Publications, Inc.

is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:


LESLIE ALAN ROZENCWAIG, ESQ.