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SMITH
SAUER
& DEMARIA

ATTORNEYS AT LAW

September 23, 1999

G. Thomas Smith
Board Certified
Real Estate Attorney

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-09/27/99-01090-012
*****70.00 *****70.00

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: BARGAINSAVE.COM, INC.

Dear Sir or Madam:

Enclosed please find the signed original and a copy of the Articles of Incorporation relative to the above. Also enclosed is a check in the amount of \$70.00 representing the filing fee. Please file the original and return a date-stamped copy to me as evidence of filing. If you have any questions, please do not hesitate to call.

Sincerely,

Gloria Heckman

Gloria Heckman
Legal Assistant to
G. Thomas Smith

enclosures

FILED
99 SEP 27 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
BARGAINSAVE.COM, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is BARGAINSAVE.COM, Inc.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To provide and sell internet services.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is

authorized to issue and have outstanding at any one time is 10,000 shares of 1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 1601 North Pace Boulevard, Pensacola, FL 32505. The name of the initial registered agent for the corporation at that address is Fred Brewer. The principal office of the corporation shall be 1601 North Pace Boulevard, Pensacola, FL 32505.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Fred Brewer	1601 N. Pace Blvd., Pensacola, FL 32505

ARTICLES VII-INCORPORATORS

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

<u>NAME</u>	<u>STREET ADDRESS</u>
Fred Brewer	1601 N. Pace Blvd., Pensacola, FL 32505

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation

shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

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

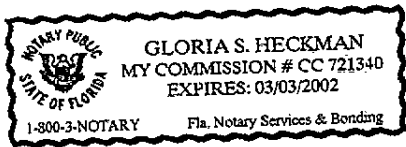
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 23rd day of September, 1999.

Fred Brewer
Fred Brewer

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared Fred Brewer, who _____ is personally known to me or produced a Florida Drivers License as identification and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 23rd day of September, 1999.



Gloria S. Heckman
Printed Name: _____
Notary Public Stamp: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of Bargainsave.com, Inc., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.0505 of the Florida Statutes.



Fred Brewer

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99 SEP 27 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA