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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 922-4001

From:

Account Name : CONERLY & HELMICH, P.L.L.C.

Account Number : I19990000084

Phone : (850) 837-5118

Fax Number : (850) 837-5187

FLORIDA PROFIT CORPORATION OR P.A.

D & G Spencer Enterprises, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

D & G SPENCER ENTERPRISES, INC.

ARTICLE I

NAME

The name of this Corporation is D & G Spencer Enterprises, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of procuring membership in an internet based shopping community, as well as conducting all other lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares".

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Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32540
(850) 650-4747

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ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4481 Legendary Drive, Suite 200, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is Kevin M. Helmich, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial director of this Corporation are:

Grace A. Spencer
2824 Bay Grove Road
Freeport, Florida 32439

Duane A. Spencer
2824 Bay Grove Road
Freeport, Florida 32439

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Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32540
(850) 660-4747

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ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 2824 Bay Grove Road,
Freeport, Florida 32439.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32540

ARTICLE X

INDEMNIFICATION

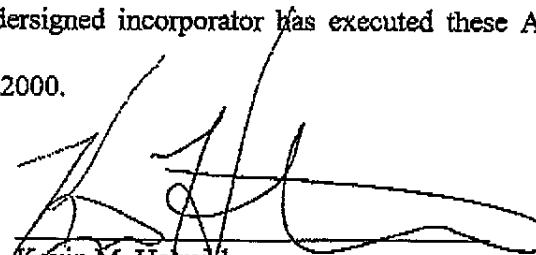
The Corporation shall indemnify any officer or director, or any former officer or director, to
the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as
provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this the 29th day of December, 2000.


Kevin M. Helmich

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Prepared by: Kevin M. Helmich, Esq.
P.O. Box 5499
Destin, Florida 32540
(850) 650-4747

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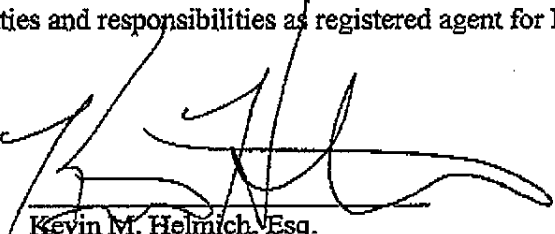
STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN AND SUBSCRIBED before me this 29th day of December, 2000, by Kevin M. Helmich, Esq. who is personally known to me and who did take an oath.

(Seal) JEAN M. PARADISE
Notary Public, State of Florida
My comm. exp. Aug. 15, 2003
Comm. No. CC863172 Notary 

ACCEPTANCE

I hereby am familiar with and accept the duties and responsibilities as registered agent for D & G Spencer Enterprises, Inc.


Kevin M. Helmich, Esq.
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

SWORN AND SUBSCRIBED before me this 29th day of December, 2000, by Kevin M. Helmich, Esq. who is personally known to me and who did take an oath.

(Seal) JEAN M. PARADISE
Notary Public, State of Florida
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