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TRANSMITTAL LETTER

January 5, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-01/10/00--01097--013
*****70.00 *****70.00

Subject: Shop and Save Magazine, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

From: Anna L. Brown
1100 Fifth Avenue South, Suite 201
Naples, FL 34102
(941) 435 - 3537

FILED
00 JAN 10 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-19
WC

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Shop and Save Magazine, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
5020 Tamiami Trail North
Suite 35
Naples, FL 34103

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000.

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

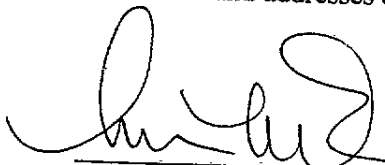
The name and Florida street address of the initial registered agent are:
Anna L. Brown
1100 Fifth Avenue South, Suite 201
Naples, FL 34102

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:
Anna L. Brown
1100 Fifth Avenue South, Suite 201
Naples, FL 34102

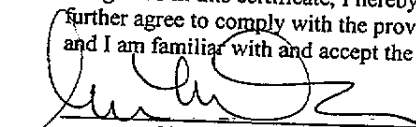
ARTICLE VI: INITIAL DIRECTOR

The names and addresses of the initial directors to this corporation are:
Dell Funk and Michael Funk
5020 Tamiami Trail North
Suite 35
Naples, FL 34103


Signature/Incorporator

1/5/00
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

1/5/00
Date

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TALLAHASSEE, FLORIDA