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RUSSELL LAW OFFICES

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January 14, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

00 JAN 18 AM 10:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Shopme.Com, Inc.

Ladies/Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for Shopme.Com, Inc. Please file the original articles and return a copy to me. I have enclosed this firm's check in the amount of \$78.75 for the filing of these articles.

Thank you for your service in this matter.

Sincerely,



Rodney L. Russell

Enclosures

T. Burch JAN 25 2000

ARTICLES OF INCORPORATION
OF
SHOPME.COM, INC.
(A FLORIDA CORPORATION)

FILED
00 JAN 18 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida, as follows:

ARTICLE ONE: The name of the Corporation shall be:

Shopme.Com, Inc.

ARTICLE TWO: The street address of the corporation's principal office shall be: 537 North Magnolia Avenue, Orlando, Florida 32801.

ARTICLE THREE: The aggregate number of shares which the Corporation shall have authority to issue is: Seven Thousand Five Hundred (7,500) shares of common stock.

ARTICLE FOUR: The street address of the Corporation's initial registered office shall be: 537 North Magnolia Avenue, Orlando, Florida 32801, and the name of the corporation's initial registered agent at that address is: Rodney L. Russell.

ARTICLE FIVE: The corporate existence of the corporation shall commence upon the filing of these articles by the Department of State and the duration of the corporation is perpetual.

ARTICLE SIX: The name and address of the corporation's sole incorporator is: Rodney L. Russell, 537 North Magnolia Avenue, Orlando, Florida 32801.

IN WITNESS WHEREOF, these articles have been signed by the undersigned this 13 day of January, 2000.


Rodney L. Russell, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, having a business office identical to the registered office of the corporation named in the foregoing Articles of Incorporation, and having been designated as the Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts, the obligations of the position of Registered Agent under Section 607.0505, Fla. Stat. and applicable Florida law.

Dated this 13 day of January, 2000.


Rodney L. Russell, Registered Agent