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February 22, 2000

Division of Corporations
Bureau of Corporate Records
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

400005144524--6
-02/23/00--01059--001
157.50 *78.75

RE: Shoppers Guide.Com, Inc.
RunTo.Com, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the above-referenced Articles of Incorporation, along with our check #2856 in the amount of \$157.50, made payable to the Secretary of State. This payment is broken down as follows:

Filing Fee	\$ 35.00 X 2
Certified Copy	8.75 X 2
Registered Agent Filing Fee	<u>35.00 X 2</u>

TOTAL: \$157.50

Please file these Articles immediately, and return the certified copies to the undersigned in the return Federal Express envelope which is enclosed for your convenience. Thank you in advance for your immediate attention to this matter.

Very truly yours,

Dennis Eisinger

DENNIS J. EISINGER
For the Firm

Encs.
DJE:as

D. BROWN FEB 29 2000

**ARTICLES OF INCORPORATION
OF
RUNTO.COM, INC.**

FILED
00 FEB 23 PM 12:57
RECEIVED BY STATE
TREASURER, FLORIDA

**ARTICLE I
NAME**

The name of this corporation shall be:

RUNTO.COM, INC.

**ARTICLE II
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of one dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash 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 thereof at the price at which it is offered to others.

ARTICLE VI
PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this corporation is: 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021, and the name of the initial registered agent is Dennis J. Eisinger.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name of the Director is:

Nicole Miceli
8794 S.E. Riverfront Terrace
Tequesta, Florida 33467

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is Nicole Miceli, 8794 S.E. Riverfront Terrace, Tequesta, Florida 33467. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

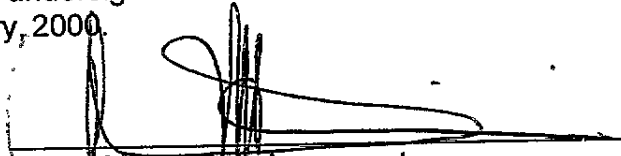
ARTICLE X
BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18 day of February, 2000.



Nicole Miceli, Sole Incorporator

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 18th DAY OF FEBRUARY, 2000.

By: _____

Dennis J. Eisinger

FILED
00 FEB 23 PM 12:57
CLERK OF STATE
TALLAHASSEE, FLORIDA