

PO000029566

OFFICE USE ONLY (Do not enter)

EXPRESS CORPORATE FILING SERVICE INC

(Requestor's Name)

1000 PONCE DE LEON BLVD. STE:112

(Address)

CORAL GABLES, FLORIDA 33134

(City, State, Zip)

(305) 444-4994

(Phone#)

(305) 444-4977

(FAX#)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BRANDISCOUNT, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Walk in

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Certified Copy

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Mail out

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Will wait

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Photocopy

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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 MAR 23 AM 11:10
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 MAR 23 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Examiner's Initials

FILED
00 MAR 23 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
BRANDISCOUNT, INC.

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, DESIRING TO FORM A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, DOES HEREBY ACCEPT ALL THE RIGHTS AND PRIVILEGES, BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SAID LAWS AND DOES HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION AS THE CHARTER OF THE CORPORATION HEREBY ORGANIZED.

ARTICLE I
NAME

THE NAME OF THE CORPORATION SHALL BE:

BRANDISCOUNT, INC.

ARTICLE II
DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE, COMMENCING UPON THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE DEPARTMENT OF THE STATE OF FLORIDA.

ARTICLE III

PURPOSE AND POWERS

THIS CORPORATION IS ORGANIZED TO THE PURPOSE OF ENGAGING IN ALL LAW FULL BUSINESS PERMITTED TO A CORPORATION ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION LAW AND THE LAWS OF THE UNITED STATES AND SHALL HAVE ALL THE POWERS SET FORTH IN SAID LAWS.

ARTICLE IV

CAPITAL STOCK

THE AMOUNT OF CAPITAL STOCK AUTHORIZED SHALL CONSIST OF < 5000 > SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$1.00 PER SHARE PAYABLE IN LAWFUL MONEY OF THE UNITED STATES OF AMERICA, OR IN OTHER PROPERTY, TANGIBLE OR INTANGIBLE, OR IN LABOR OR SERVICES ACTUALLY PERFORMED FOR THE CORPORATION AT A JUST VALUATION TO BE FIXED BY THE BOARD OF DIRECTORS OR THE SHAREHOLDERS OF THIS CORPORATION.

THE CAPITAL STOCK OF THE CORPORATION MAY AT ANY TIME BE INCREASE OR DECREASE AS PROVIDED BY THE LAWS OF FLORIDA.

ARTICLE V

INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN FIVE HUNDRED DOLLARS (\$500.00)

ARTICLE VI

INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

THE PRINCIPLE PLACE OF BUSINESS OF THIS CORPORATION IS:
7204 N.W. 79 TERRACE, MIAMI, FL 33166

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF
THIS CORPORATION IS:
7204 N.W. 79 TERRACE, MIAMI, FL 33166

NAME OF THE INITIAL REGISTERED AGENT OF THIS
CORPORATION AT THAT ADDRESS IS:

ARMANDO FIALLO

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY ACTION IN ACCORDANCE WITH THE PROVISIONS OF THE BY-LAWS.

THE NAMES AND ADDRESS OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

NAMES	STATUS	ADDRESS
ARMANDO FIALLO	PRESIDENT & SECRETARY	7204 N.W. 79 TERRACE, MIAMI, FL 33166

ARTICLE VIII

INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

ARMANDO FIALLO
7204 N.W. 79 TERRACE, MIAMI, FL 33166

ARTICLE IX

AMENDMENT

UNLESS OTHERWISE SET FORTH HEREIN, THE CORPORATION RESERVE THE RIGHT, IN ACCORDANCE WITH THE FLORIDA GENERAL CORPORATION LAW, TO AMEND, ALTER MODIFY, OR REPEAL ANY PROVISION OR PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HEREIN, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE ABOVE NAMED INCORPORATOR

SUBSCRIBED HIS NAME THIS 22th. DAY OF MARCH 2000.



STATE OF FLORIDA

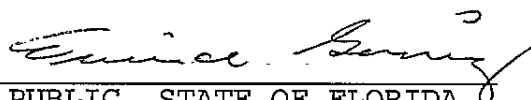
COUNTY OF DADE

BEFORE ME, THE UNDERSIGNED OFFICER, THIS DAY PERSONALLY
APPEARED,

ARMANDO FIALLO

TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND WHO
SUBSCRIBED HIS NAME TO THE FOREGOING ARTICLES OF
INCORPORATION AND ACKNOWLEDGE BEFORE ME, THAT HE EXECUTED
SAID ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES
THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT THE COUNTY AND
STATE AFORSAID, THIS 22th. DAY OF MARCH 2000.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

 **EUNICE GORRIZ**
COMMISSION # CC605062
EXPIRES DEC 03, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

ARTICLE X

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State Of Florida.

1. The name of the corporation is:

BRANDISCOUNT, INC.

2. The name and address of the registered agent and office is

ARMANDO FIALLO
7204 N.W. 79 TERRACE, MIAMI, FL 33166

SIGNATURE _____

(corporate officer)

TITLE PRESIDENT

DATE 3-22-00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE _____

DATE 3-22-00

00 MAR 23 PM 2:32
CLERK OF STATE
TALLAHASSEE FLORIDA

FILED