

PO000032213

HENRY A. FRICKE

ATTORNEY AT LAW

CRYSTAL CORPORATE CENTER • SUITE 200 - A

2800 MILITARY TRAIL

BOCA RATON, FLORIDA 33431

FILED

00 MAR 27 AM 10: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 241-1813
TELEFAX (904) 997-6665

March 23, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

000003186150--3
-03/27/00--01143--006
****122.50 *****78.75

Re: Incorporation of SHOPLIVE.COM, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for SHOPLIVE.COM, INC., together with a check in the amount of \$122.50, representing the following:

Filing Fee	\$ 35.00
Fee for certified copy	52.50
Fee for designation of resident agent	<u>35.00</u>
Total	\$122.50

When the Articles of Incorporation have been filed, please return to me a certified copy of the Articles of Incorporation and registered agent certificate. A self-addressed, postage prepaid, envelope is enclosed for your convenience.

Should you have any questions concerning this filing, please do not hesitate to contact me.

Very truly yours,



Henry A. Fricke

HAF/hkf
Enclosures

64 3/30/00 ✓

ARTICLES OF INCORPORATION

OF

SHOPLIVE.COM, INC.

FILED

00 MAR 27 AM 10: 05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purposes of creating a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is SHOPLIVE.COM, INC. (hereinafter referred to as the "Corporation"). The principal office and mailing address of the Corporation is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the General Corporation Act of the State of Florida.

ARTICLE III

TERM

The term for which the Corporation shall exist and be perpetual and it will commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 500 shares of Common Stock, par value \$1.00 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and registered agent of the Corporation in this state is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431, and the name of the initial registered agent of the Corporation at that address is Henry A. Fricke.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The name and address of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
Anthony V. Pugliese, III	2500 Military Trail Suite 200 Boca Raton, Florida 33431

ARTICLE VII

INCORPORATOR

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

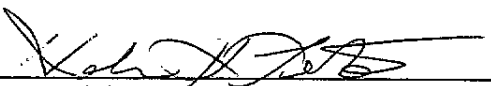
<u>Name</u>	<u>Address</u>
Henry A. Fricke, Esq.	2500 Military Trail Suite 200 Boca Raton, Florida 33431

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23RD day of March, 2000.


HENRY A. FRICKE, ESQ.
Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23RD day of March, 2000, by HENRY A. FRICKE, ESQ., who is personally known to me.


Notary Public
My Commission Expires:

 Helen K. Fekete
MY COMMISSION # CC718807 EXPIRES
February 22, 2002
BONDED THRU TROY FAIN INSURANCE INC

**CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

00 MAR 27 AM 10: 05


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHOPLIVE.COM, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Boca Raton, Florida, has named HENRY A. FRICKE, whose address is 2500 Military Trail, Suite 200, Boca Raton, Florida 33431, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for SHOPLIVE.COM, INC., at the place designated in this Certificate, I hereby accept the same and agree to serve as the Registered Agent for the Corporation and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 23rd day of March, 2000.


HENRY A. FRICKE
Registered Agent