

TRANSMITTAL LETTER
PO00000 43649

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

SUBJECT: BEST VALUE PREPAID INC.
(Proposed corporate name - must include suffix)

300003234613--9
-05/02/00--01025--001
*****80.00 *****78.75

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

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status

<input checked="" type="checkbox"/> \$78.75 (Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

APPROVED AND FILED

FROM: MOHAMMED BINMATHFOOZ
Name (Printed or typed)

1458 MAIN ST.
Address

CHIPLEY FL 32428
City, State & Zip

850-415-5700
Daytime Telephone number

RECEIVED
00 MAY -2 AM 8:53
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

W.W.

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
BEST VALUE PREPAID, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the State of Florida.

00 MAY -2 AM 8:59
SECRETARY OF STATE
TALAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE I - NAME & ADDRESS OF THE CORPORATION

The name of the corporation shall be:

Best Value Prepaid, Inc.

The address of the principal office of this corporation shall be 1458 Main Street, Chipley, Florida 32428, and the mailing address shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE
AND INITIAL REGISTERED AGENT

The street address of the initial principal office of the corporation shall be 7901 Baymeadows Circle East, Apartment # 575, Jacksonville, Florida 32256, and the name of the initial registered agent of the corporation is Mohammed Ali Binmahfooz.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - OFFICERS AND DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial director and officers who shall hold office for the first year of the corporation, or until their successor is elected or appointed are:

MOHAMMED BINMAHFOOZ, President
1458 Main Street
Chipley, Florida 32428

MOHAMMED ALI BINMAHFOOZ, Director/Secretary/Treasurer
7901 Baymeadows Circle East
Apartment # 575
Jacksonville, Florida 32256

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
Mohammed Binmahfooz, 1458 Main Street, Chipley Florida 32428.

ARTICLE VIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, to include treasury shares and authorized but unissued shares, of the same kind, class or series, as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, MOHAMMED BINMAHFOOZ, has hereunto set his hand and seal on this 12 day of April, 2000.



MOHAMMED BINMAHFOOZ

**STATE OF FLORIDA
COUNTY OF WASHINGTON**

BEFORE ME, the undersigned authority, personally appeared **MOHAMMED BINMAHFOOZ**, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purpose therein expressed. I relied upon the following form(s) of identification of the above named person: Florida Driver License B512-540-165-223-0

WITNESS my hand and seal in the county and state named above, this ____ day of April, 2000.

Dana Miles
Notary Public, State of Florida at Large

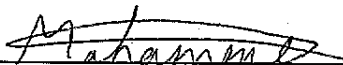
THIS ACKNOWLEDGMENT IS MADE UNDER AUTHORITY OF
F.S. 695.03(1). THE ACKNOWLEDGMENT IS FOR THE
SIGNATURE(S) OF THE PERSON(S) SIGNING THE
DOCUMENT ONLY, AND IN NO WAY ATTESTS TO THE
CONTENTS OR THE TRUTHFULNESS THEREOF.

CODY TAYLOR, CLERK

BY: Dana Miles
Deputy Clerk

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

MOHAMMED ALI BINMAHFOOZ, having a business office at 7901 Baymeadows Circle East, Apartment # 575, Jacksonville, Florida 32256, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



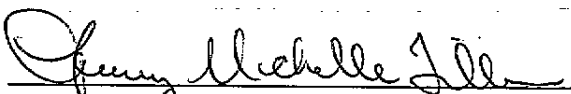
MOHAMMED ALI BINMAHFOOZ
D.L B512-541-70-102-C

**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME, the undersigned authority, personally appeared MOHAMMED ALI BINMAHFOOZ, to me well known to be the individual described in and who executed the foregoing instrument, and acknowledged before me that he executed the same for the purpose therein expressed. I relied upon the following form(s) of identification of the above named person: Mohammed Ali Binmahfooz

WITNESS my hand and seal in the county and state named above, this 5th day of April, 2000.





Notary Public, State of Florida at Large

APPROVED
AND
FILED
00 MAY -2 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA