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ATTORNEY AT LAW

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May 16, 2000

E-MAIL: mwcpcpa@mindspring.com

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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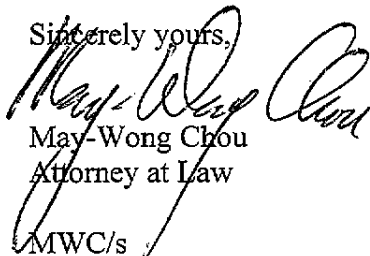
RE: Incorporation of Your Shopping Place, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Your Shopping Place, Inc. to be incorporated, as well as a filing fee check in the amount of \$70. A Power of Attorney is enclosed so that the Attorney may receive the corporate documentation.

We look forward to your confirmation letter. Please feel free to contact this office with any questions.

Sincerely yours,


May-Wong Chou
Attorney at Law
MWC/s

FILED
00 MAY 17 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
YOUR SHOPPING PLACE, INC.

The undersigned desiring to form a corporation for profit, pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

YOUR SHOPPING PLACE, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purposes for which it is formed is retail sale of office supplies, health products, protein drinks, photocopies, shipping services, faxing services, keys, mailbox rental services, phone cards and any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq., FB# 0008222
P.O.Box 2245, St.Petersburg, FL 33731-2245, 727-894-7500

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 17 AM 10:13

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ARTICLE FOUR

The maximum amount of capital stock which the corporation is authorized to have outstanding shall be 2,000 shares at a par value of \$1 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the shareholders. Share ownership is as follows:

Bertha Calderon – 2,000 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$2,000.00.

ARTICLE SIX

The corporation shall have the following Director:

Bertha Calderon – Director

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

113 South Garden Avenue

Clearwater, Florida 33756

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ARTICLE EIGHT

The officers of the corporation shall be:

President, Vice-President, Treasurer, Secretary – Bertha Calderon

ARTICLE NINE

The registered agent and registered office of this corporation shall be:

Bertha Calderon

113 South Garden Avenue

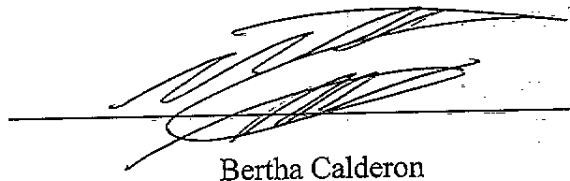
Clearwater, Florida 33756

ARTICLE TEN

The name and street address of the person signing these Articles of Incorporation as incorporator are as follows:

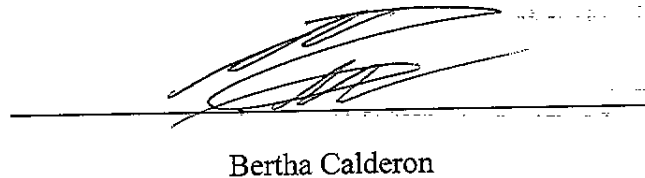
Bertha Calderon – 113 South Garden Avenue, Clearwater, Florida 33756

IN WITNESS WHEREOF, the undersigned has made, incorporated, and
acknowledged these Articles of Incorporation this 16 day of May 2000.



Bertha Calderon

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, BERTHA
CALDERON, hereby accept designation as Registered Agent on this 16 day of May
2000.



Bertha Calderon

113 South Garden Avenue
Clearwater, Florida 33756

Prepared by: May-Wong Chou, Esq., FB# 0008222
P.O.Box 2245, St.Petersburg, FL 33731-2245, 727-894-7500

POWER OF ATTORNEY

I, Bertha Calderon, of Clearwater, Florida, hereby authorize May-Wong Chou, Attorney at Law, to be my legal representative, handle any legal matters on my behalf, such as obtaining the occupational license for the business, obtaining the federal employer identification number from the internal revenue service and any other legal matter.


Bertha Calderon

05/16/00
Date

FLDL# C43607368840-0

State of FLORIDA

County of Pinellas

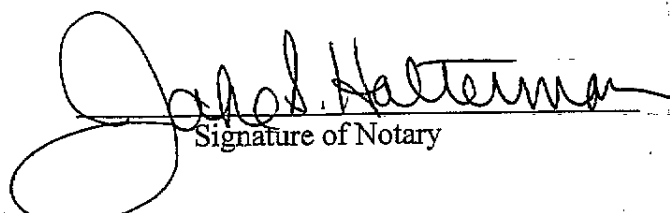
On 05/16/2000 before me,

Appeared Bertha Calderon

Personally known to me (or proved to me on the basis of satisfactory evidence in the form of FL DL # C43607368840-0) to be the person whose name is subscribed to this instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person executed the instrument.

WITNESS my hand and official seal.




Signature of Notary

(SEAL)