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August 10, 2000

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

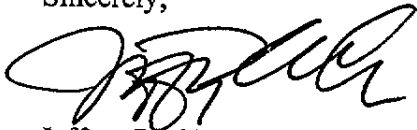
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RE: The Shopping Network, Inc.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida Corporation. Also enclosed is a check in the amount of \$70.00, representing the filing fees for the above-named proposed Florida corporation.

Thank you for your assistance in this matter.

Sincerely,



Jeffery D. Chandler
319 Clematis Street, Suite 1000
West Palm Beach, Florida 33401

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

THE SHOPPING NETWORK, INC.

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DIVISION OF CORPORATIONS

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME.

The name of this corporation is The Shopping Network, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 319 Clematis Street, Suite 1000, West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK.

A. To the greatest extent permitted under law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization, and cancellation.

B. The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000,000 shares of common stock separated into two classes of Common Stock, as follows:

A total of 50,000,000 shares of Class A Common Stock, par value \$.0001 per share, which shall have the normal rights and preferences, including voting, for Common Stock as set forth under the law.

A total of 50,000,000 shares of Class B Common Stock, par value \$.0001 per share, which shall also have the normal rights and preferences for Common Stock as set forth under the law, except such Class shall be non-voting.

C. In addition the Corporation shall have the right to issue a total of 50,000,000 shares of Preferred Stock, par value \$.0001, as follows:

The Preferred Stock shall be issuable, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further, besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversion rights, transfer rights, and redemption rights, all to the fullest extent permitted by law.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Kenneth Duboff, Esq., 10920 Biscayne Blvd., Miami, Florida 33161.

ARTICLE V. INCORPORATORS.

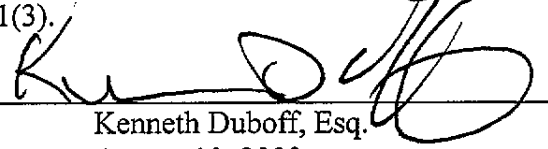
The name and street address of the incorporator to these articles of incorporation are Jeffery D. Chandler, 319 Clematis Street, Suite 1000, West Palm Beach, Florida 33401.

The undersigned incorporator has executed these articles of incorporation on August 10, 2000.


Jeffery D. Chandler, President

Acceptance of Registered Agent

Having been named to accept service of process for The Shopping Network, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accept the obligations of that position pursuant to F.S. 607.0501(3).



Kenneth Duboff, Esq.
August 10, 2000

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