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2235 Brevard Road NE
St. Petersburg, FL 33701

August 16, 2000

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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-08/17/00--01081--005
*****87.50 *****87.50

RE: EMPLOYEE SHOPPING NETWORK, INC.

Dear Sir or Madam:

Enclosed please find and original and three (3) copies of the Articles of Incorporation for Employee Shopping Network, Inc. and a check for \$87.50 for the filing fee, certified copy and certificate of status.

Additionally, enclosed please find a pre-paid return overnight envelope. Please utilize this pre-paid envelope to return the documents to EMPLOYEE SHOPPING NETWORK, INC. at 2235 Brevard Road NE, St. Petersburg, FL 33704.

Thank you for your attention to this matter.

Sincerely,


Marjorie Seltzer

Enclosures

FILED
00 AUG 17 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHERRY

AUG 23 2000

ARTICLES OF INCORPORATION
OF
EMPLOYEE SHOPPING NETWORK, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be **EMPLOYEE SHOPPING NETWORK, INC.**

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office and mailing address of the Corporation shall be 2235 Brevard Road NE, St. Petersburg, FL 33704.

ARTICLE V - SHARES

The number of shares of stock authorized shall be 10,000,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED AGENT

The name and street address of the initial registered agent is **MICHAEL SELTZER**, 8550 Ulmerton Road, Suite 100, Largo, FL 33771.

ARTICLE VII - INITIAL OFFICERS AND DIRECTORS

Section 1. The officers of the Corporation shall be a Chief Executive Officer, President and one or more Vice Presidents, if such vice presidents are determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed to the Board of Directors from time to time.

Section 2. The names of the persons who are to serve as officers of the Corporation until

the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Marjorie Seltzer
Secretary	David Neff
Treasurer	Paul Wilbur

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws of the Corporation, and shall serve until their successors are chosen and qualify.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the Bylaws of the Corporation.

Section 5. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 6. The initial Board of Directors of the Corporation shall consist of four (4) Directors whose name and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul Wilbur	113 Michigan Blvd Dunedin, FL 34698
Robert Mueller	367 Dunsmuir Terrace, Suite 5 Sunnyvale, CA 94086
Marjorie Seltzer	2235 Brevard Road NE St. Petersburg, FL 33704
David Neff	864 Helena Dr Sunnyvale, CA 94087

Section 7. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 8. Directors shall be elected and hold office as provided in the Bylaws of the Corporation.

ARTICLE VIII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE IX - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised in accordance with the provisions of the Bylaws of the Corporation

Section 3. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by the Board of Directors or the incorporators.

ARTICLE X - INCORPORATOR

The name and address of the incorporator is **MARJORIE SELTZER**, 2235 Brevard Road NE, St. Petersburg, FL 33704.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 16th day of August, 2000.

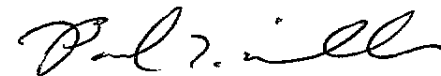

Marjorie Seltzer, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing document was acknowledged before me this 16th day of August, 2000, by MARJORIE SELTZER, as the incorporator of EMPLOYEE SHOPPING NETWORK, INC., a Florida corporation, who is personally known to me or has produced (type of identification) _____ as identification and DID/DID NOT take an oath.



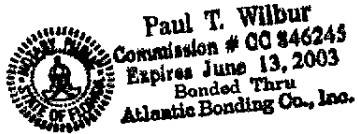
Paul T. Wilbur
Commission # OC 846245
Expires June 13, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida

Print Name: PAUL T. WILBUR
Commission Number: OC 846245
My Commission expires: 6-13-2003

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing document was acknowledged before me this 16th day of August, 2000, by MICHAEL SELTZER, as the registered agent of EMPLOYEE SHOPPING NETWORK, INC., a Florida corporation, who is personally known to me or has produced (type of identification) _____ as identification and DID/DID NOT take an oath.



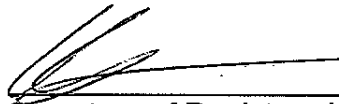
Paul T. Wilbur
Notary Public, State of Florida

Print Name: PAUL T. WILBUR
Commission Number: CC 8 846245
My Commission expires: 6-13-2003

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purposed of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **EMPLOYEE SHOPPING NETWORK, INC.**
2. The name and address of the
Registered agent and office is: **Michael Seltzer**
8550 Ulmerton Road
Suite 100
Largo, FL 33771



Signature of Registered Agent

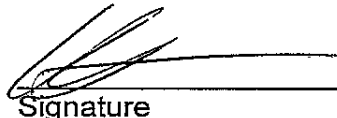
8-16-00
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 17 AM 11:36

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Signature

8-16-00
Date