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shoppingoverseas.com, INC.
4967 S.W. 75th AVENUE
MIAMI, FLORIDA 33155

August 24, 2000

FILED
00 SEP -5 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Florida
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Gentlemen:

Enclosed are the following regarding the incorporation of
shoppingoverseas.com, INC:

1. Articles of Incorporation
2. Check for \$ 78.75

Please notify me if there are any problems.

Very truly yours,


Joseph Rousseau



ARTICLES OF INCORPORATION

OF

shoppingoverseas.com, INC.

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.

NAME.

The name of this corporation is **shoppingoverseas.com, INC.** The principle place of business of this corporation shall be **4967 S.W. 75th Avenue Miami, Florida 33155.**

ARTICLE II.

NATURE OF BUSINESS.

The Corporation may engage in any activity or business as permitted under the laws of the United States and of the State of Florida.

ARTICLE III.

CAPITAL STOCK.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **ONE HUNDRED (100)** ----shares of common stock of a par value of One Dollar (\$1.00).

Every original incorporating stockholder upon the sale for cash, property or services or new shares or shares authorized but unissued, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others, which price, in case of par value shares may be in excess of par.

The transfer of shares may be restricted as provided for in the By-Laws as adopted by stockholders or by other agreement between the parties thereto.

ARTICLE IV.

TIME OF EXISTENCE.

This Corporation is to exist perpetually and shall commence as of the date of filing of these Articles with the Secretary of State.

ARTICLE V.

**INITIAL REGISTERED
OFFICE AND AGENT.**

The Street Address of the Initial Registered office of this corporation is 4967 S.W. 75th Avenue, Miami, Florida 33155, and the name of the Initial Registered Agent of this corporation at that address is **Joseph Rousseau.**

ARTICLE VI.

**INITIAL BOARD OF
DIRECTORS.**

This corporation shall have **ONE (1) director** initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

**Joseph Rousseau
4967 S.W. 75th Avenue
Miami, Florida 33155**

ARTICLE VII.

INCORPORATOR.

The name and address of the person signing these articles is **Joseph Rousseau.**

ARTICLE VIII.

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX.

AMENDMENTS.

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting, unless all the Directors and all the stockholders sign a written statement manifesting their intention that certain amendments of these Articles of Incorporation be made.

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

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in Compliance with said Act:

First-That **shoppingoverseas.com, INC.**, desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **Joseph Rousseau** located at City of Miami, County of **Miami-Dade**, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Joseph Rousseau, Registered Agent

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