

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
904-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000095990

R Price is Right *Inc.*

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-10/11/00--01009--022
*****78.75 *****78.75

RECEIVED
00 OCT 11 AM 11:09
DIVISION OF CORPORATION

Signature _____

Requested by: *LM*

Name _____

Date *10/11*

Time *10:25*

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File *Cert.*

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search *SMITH*

____ UCC 11 Retrieval _____

____ Courier _____

FILED
00 OCT 11 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 11 2000

ARTICLES OF INCORPORATION
OF
R PRICE IS RIGHT, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge, and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be R PRICE IS RIGHT, INC.

ARTICLE II
CORPORATE PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is \$1,000 shares, all of which shall be common shares without par value.

All said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration thereof shall have been paid.

ARTICLE IV
CAPITAL STRUCTURE

The amount of capital with which this corporation shall commence business shall not be less than \$100.

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TALLAHASSEE, FLORIDA

ARTICLE V
PREEMPTIVE RIGHTS

There shall be no preemptive rights of any stock hereby issued or hereafter issued.

ARTICLE VI
DURATION

This corporation is to exist perpetually.

ARTICLE VII
INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 2900 Fiore Way, Suite 211, Delray Beach, FL 33445.

R PRICE IS RIGHT, INC. has named Adam H. Smith, Esq., located at 855 South Federal Highway, Suite 212, Boca Raton, FL 33432-6133, as its Registered Agent to accept service of process within this state.

The Board of Directors may from time to time move the principal offices to any other address in Florida.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) Director. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders, but shall never be more than five (5).

The names and addresses of the initial Director is:

SAL CAGNO
2900 Fiore Way, Suite #211
Delray Beach, FL 33445

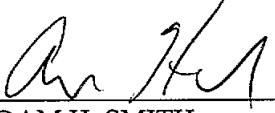
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED AGENT
UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.901 Florida Statutes, the
following is submitted, in compliance with said act:

First--that R PRICE IS RIGHT, INC., desiring to organize under the laws of the State of Florida, with its principal office in the City of Boca Raton, County of Palm Beach, State of Florida, has named Adam H. Smith, Esq. located at 855 South Federal Highway, Suite 212, Boca Raton, FL 33432-6133, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.



ADAM H. SMITH

ARTICLE IX
INCORPORATOR

The name and post office address of the subscriber to these Articles of
Incorporation is:

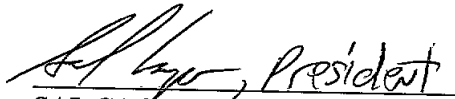
SAL CAGNO
2900 Fiore Way, #211
Delray Beach, FL 33445

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TALLAHASSEE, FLORIDA

ARTICLE X
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10 day of October, 2000.



SAL CAGNO
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the state and county aforesaid to take acknowledgments personally appeared SAL CAGNO, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

10th WITNESS my hand and official seal in the County of Palm Beach, Florida, this day of October, 2000.

My commission expires:


Notary Public, State of Florida

