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ACCOUNT NO. : 072100000032

REFERENCE : 869946 7228423

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 70.00

ORDER DATE : October 19, 2000

ORDER TIME : 9:09 AM

ORDER NO. : 869946-005

CUSTOMER NO: 7228423

CUSTOMER: Mr. Anderson O. Marshall
Mr. Anderson O. Marshall

- 64 Fulton Street, Suite 302

New York, NY 10038

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 20 PM 2:25

DOMESTIC FILING

NAME: VALUEANDSAVE FRANCHISING
CORPORATION

3000003433640--5

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

RECEIVED
00 OCT 20 PM 12:00
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]

FILED
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ARTICLES OF INCORPORATION
OF
VALUEANDSAVE FRANCHISING CORPORATION

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VALUEANDSAVE FRANCHISING CORPORATION

The address of the principal office of this corporation shall be 64 Fulton Street, Suite 302, New York, New York 10038, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Glyne Griffith	2 Bayfield
Dir.	Mullins Bay
	St. Peter, Barbados

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on October 20, 2000.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

dew