

IRVING S. MARCUS, P.A.  
CERTIFIED PUBLIC ACCOUNTANT

980 N. FEDERAL HIGHWAY, SUITE 430  
BOCA RATON, FL 33432

561.361.9930  
800.821.9950  
561.394.2449

LICENSED  
FLORIDA  
MASSACHUSETTS

P010000007863

600003555666--5

January 16, 2001

Florida Secretary of State  
Division of Corporations  
409 East Gains Street  
Tallahassee, FL 32399

RE: ALLEN & BARRY'S ABSOLUTEBESTDEALS.COM, INC.

Dear Madam/Sir:

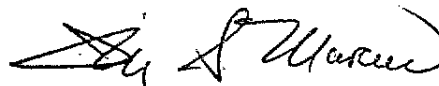
Enclosed herewith please find the original executed and one copy of the Articles of Incorporation with designation of Registered Agent/Registered Office for the above referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 to cover the following fees associated with the filing:

Articles of Incorporation Filing Fee	\$35.00
Designation of Registered Agent	35.00
Certified copy of Articles	<u>8.75</u>
Total amount	<u>\$78.75</u>

Should you have any questions regarding this corporation, please do no hesitate to contact me.

Very truly yours,

IRVING S. MARCUS, C.P.A., P.A.

  
Irving S. Marcus, CPA

ISM:

FILED  
JAN 19 PM 2:28  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
-01/19/01-01073-011  
\*\*\*78.75

1-22-01

**FILED**  
01 JAN 19 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ALLEN & BARRY'S ABSOLUTEBESTDEALS.COM, INC.**

**Article I – NAME**

The name of this corporation is ALLEN & BARRY'S ABSOLUTEBESTDEALS.COM, INC. and its principal office is located at 888 Siesta Key Drive #121, Deerfield Beach, Florida 33441.

**Article II – DURATION**

This corporation shall have perpetual existence. The date of commencement of corporate existence shall be the date these articles are filed with the Florida Secretary of State.

**Article III – PURPOSE**

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

**Article IV – CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**Article V – PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**Article VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 888 Siesta Key Drive #121, Deerfield Beach, Florida 33441.

The name of the initial registered agent of this corporation at that address is Barry Gerson.

## **Article VII – INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Barry Gerson  
888 Siesta Key Drive #121  
Deerfield Beach, FL 33441

Allen Raymond  
1301 SW 10<sup>th</sup> Avenue #F106  
Delray Beach, FL 33444

## **Article VIII – INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Allen Raymond, 1301 SW 10<sup>th</sup> Avenue #F106, Delray Beach, FL 33444.

## **Article IX – BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

## **Article X – COMPENSATION OF DIRECTORS**

The stockholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

## **Article XI – INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **Article XII – AMENDMENT**

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 stockholders is subject to this reservation.

## **Article XIII – ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and

agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Barry J. Gerson  
Barry Gerson, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of January, 2001.

Allen Raymond  
Allen Raymond  
Subscriber/Incorporator

ACKNOWLEDGMENT

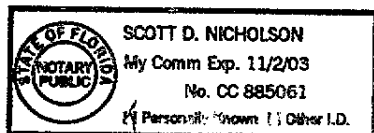
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 16 day of January, 2001 by Allen Raymond who is personally known to me or who has produced \_\_\_\_\_ as identification and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of January, 2001.

Scott D. Nicholson  
NOTARY PUBLIC

My commission expires:  
(Seal)



**FILED**  
01 JAN 19 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA