PO1 BANSHIT BUDGET 8381

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

000003718550--1 -02/19/01--01098--012 *****78.75 *****78.75

SUBJECT: Shoppers Guide SLC, Inc.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

FROM: David Brannom
PO Box 2473
Stuart, FL 34995-2473
561-223-7310

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SECRETARY OF STATE

AND ADMINISTRATION

SECRETARY OF STATE

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NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

OF

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Shoppers Guide SLC, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

825 SE Monterey Road

Stuart, FL 34994

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Jeffrey Freedman

825 SE Monterey Road

Stuart, FL 34994

ARTICLE V INCORPORATOR

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

David Brannom
David Brannom Business Consultants
PO Box 2473
Stuart, FL 34995-2473

The undersigned Incorporator has executed these Articles of Incorporation this 15th day of January, 2000.

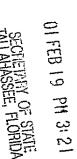
Daws Snamon	2-15-01
Signature/Incorporator	Data

Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the Corporation is:

 Shoppers Guide SLC, Inc.
- The name and address of the registered agent and office is:
 Jeffrey Freedman
 825 SE Monterey Road
 Stuart, FL 34994



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 - Registered Agent

2-15-0

Date