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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

EFFECTIVE DATE5-23-01**From:**

Account Name : CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

Bargain TV Network, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BARGAIN TV NETWORK, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Mailing Address

The name of this corporation shall be:

Bargain TV Network, Inc.

The address of the principal office and the mailing address of this corporation is:

19828 Gulf Boulevard, Unit 301
Indian Shores, Florida 33785

ARTICLE II

Existence of Corporation

This corporation shall begin existence on May 23, 2001, and shall have perpetual existence.

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ARTICLE III**Purposes**

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV**Powers**

The corporation shall have all such powers as may be necessary or desirable to carry out the business of the Corporation, including, but not limited to all those powers enumerated by §607.0302, Florida Statutes, as may be amended from time-to-time.

ARTICLE V**Capital Stock**

(a) The corporation shall have a single class of common stock, all having the same rights and privileges.

(b) The total number of shares of stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, by promissory note, in property, in labor or services actually performed for the Corporation or promised to be performed as evidenced by a written contract, valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

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(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

(d) The corporation elects to have preemptive rights pursuant to Section 607.0630, Florida Statutes.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is:

19828 Gulf Boulevard, Unit 301
Indian Shores, Florida 33785

and the name of the corporation's initial registered agent at such address is:

John G. Bims

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes, as may be amended from time-to-time.

ARTICLE VII

Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address of each person who is to serve as a member thereof is as follows:

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NameAddress

Steven W. Parker

19828 Gulf Boulevard, Unit 302
Indian Shores, Florida 33785

John G. Binns

19828 Gulf Boulevard, Unit 301
Indian Shores, Florida 33785

The number of directors constituting any subsequent Board of Directors shall be determined in accordance with the Bylaws of the corporation and without amendment to these Articles of Incorporation.

ARTICLE VIII

Incorporators

The name and address of each incorporator of this corporation is as follows:

NameAddress

John G. Binns

19828 Gulf Boulevard, Unit 301
Indian Shores, Florida 33785

ARTICLE IX

Indemnification

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by Section 607.0850, Florida Statutes, as amended from time-to-time.

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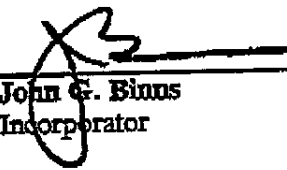
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ARTICLE X

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.



John G. Binns
Incorporator

Acceptance of Registered Agent

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 607.0505, Florida Statutes.

DATED this 25 day of May, 2001.



John G. Binns,
Registered Agent

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, on this 25th day of May, 2001, personally appeared John G. Binns, to me well known to be the person described in and who signed the foregoing Articles of Incorporation and Acceptance of Registered Agent, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



Rita M. Holston
MY COMMISSION # 00812809 EXPIRES
March 26, 2003
BONDED THRU TROY PAW INSURANCE INC.

Rita M. Holston
Print Name:
Notary Public for State of Florida
(SEAL)
Personally Known X ID Produced
My Commission Expires: