

TRANSMITTAL LETTER
P010000057325

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: DISCOUNT-SHOPPES.COM, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000004415700--6
-06/12/01--01032--004
*****78.75 *****78.75

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

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

\$78.75 Filing Fee & Certified Copy
 \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: SHELIA E. DOVE
Name (Printed or typed)
20547 OLD CUTLER RD, #208
Address
MIAMI, FL 33189
City, State & Zip
(305) 971-3295
Daytime Telephone number

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

FILED
01 JUN 12 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DISCOUNT-SHOPPES.COM, INC.

I, the undersigned for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge, and file the following Articles of Incorporation:

ARTICLE I

The Name of this corporation shall be:

DISCOUNT-SHOPPES.COM, INC.

ARTICLE II

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

ARTICLE III

This corporation is authorized to issue par value voting common stock as described below and none other:

Maximum number of Shares:	50,000
Par Value Per Share:	\$.01

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

ARTICLE IV

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred and no/100 (\$500.00) Dollars.

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ARTICLE V

The initial street address of the principal office of this corporation in the State of Florida shall be:

**20547 OLD CUTLER ROAD
OLD CUTLER TOWNE CENTER
MIAMI, FLORIDA 33189**

ARTICLE VI

The resident and registered agent shall be:

**SHELIA E. DOVE
20547 OLD CUTLER ROAD
OLD CUTLER TOWNE CENTER
MIAMI, FLORIDA 33189**

The Board of Directors may, from time to time, move the principal or registered office to any other address, which it deems pertinent in the interest of the corporations, either within or without the State of Florida.

ARTICLE VI

DIRECTORS

This corporation shall have ONE (1) director initially. The stockholders may, from time to time, raise or lower the number of directors of this corporation by so providing in the By-Laws of the corporation or by amending the By-Laws of the corporation, provided that there shall always be at least one director and said director need not be a citizen of the United States of America.

ARTICLE VII

INITIAL DIRECTOR

The name and street address of the First Director shall be as follows:

**SHELIA E. DOVE
20547 OLD CUTLER ROAD
OLD CUTLER TOWNE CENTER
MIAMI, FLORIDA 33189**

The directors shall hold office until the first annual meeting of the shareholders or until their successors shall be duly elected or appointed and qualified.

ARTICLE VIII

SUBSCRIBER

The name and street address of the subscriber to the Articles of Incorporation are:

**SHELIA E. DOVE
20547 OLD CUTLER ROAD
OLD CUTLER TOWNE CENTER
MIAMI, FLORIDA 33189**

ARTICLE IX

PRE-EMPTIVE RIGHTS

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right merely because he is a shareholder to purchase any part of the unissued stock of the corporation of any class to be issued by reason for any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures, or other securities convertible into, or carrying the right to purchase, stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into, or carrying the right to purchase stock, may be issued and disposed of by the Board of Directors to such person, firms, corporations, or associations, and upon such terms as the Board of Directors may, in their absolute discretion, determine without offering to the stockholders then of record, of any class, and thereof, on the same terms or any terms, with all pre-emptive or preferential right of purchase of every kind being waived by each and every stockholder.

ARTICLE X

1. The initial By-Laws of this corporation shall be adopted by the Board of Directors. Either the stockholders or the directors may amend the By-Laws from time to time. The stockholders may amend, alter or repeal any By-Law adopted by the stockholders, and the directors may not adopt By-Laws, which would conflict with the By-Laws adopted by the Stockholders.

2. Any subscriber or stockholder present at any meeting, either in person, or by Proxy, and any director in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of

the Board of Directors shall be deemed present at a meeting of such Board if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

3. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expenses to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of this duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights he may be entitled as a matter of law, and the foregoing right of indemnification shall inure to the benefit of their heirs, executors and administrators of any such director or officer.

4. A director or officer of the corporation shall not be disqualified by his office from Dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or violable by any reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a stockholder, officer, or director, is in any way interested in such transaction or contract, provided that disclosure of such direct or indirect interest is made to the Board of Directors and such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a stockholder, officer or director of a corporation so interested, or (b) by the written consent, or by the vote of any stockholders' meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer or director, was interested in such transaction or contract. Nothing herein contain shall create liability in the events above described or the authorization approval of such contract in any other manner permitted by law.

I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly, have hereunto set my hand and seal this 7th day of June 2001.

Shelia E. Dove
Shelia E. Dove

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

I, the undersigned Notary Public, in and for the State of Florida, do hereby certify that on this day personally appeared before me Shelia E. Dove, to me well known and known to be the person who executed the foregoing Articles of Incorporation of **DISCOUNT-SHOPPES.COM-INC.** and acknowledge that she executed the same for the uses and purposes therein stated. IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of June 2001.

Ramon E. Fernandez
Notary Public, State of Fl at Large

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In compliance with section 48.091, Florida statutes, the following is submitted:

First, **DISCOUNT-SHOPPES.COM, INC.** desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at the city of Miami, state of Florida, has named **SHELIA E. DOVE** located at **20547 Old Cutler Road, Miami, Florida 33189**, as its agent to accept service of process within Florida

DISCOUNT-SHOPPES.COM, INC

Shelia E. Dove

Shelia E. Dove
Date: June 06, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate hereby agree to act in this capacity, and i further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Shelia E. Dove

Shelia E. Dove
Date: June 06, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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