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FILED

Clement H. White

ATTORNEY AT LAW
6261 Third Avenue North
St. Petersburg, Florida 33710
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01 JUL 12 PM 4:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-11-01

July 9, 2001

Business Organization Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-07/12/01--01039--010
*****78.75 *****78.75

Re: USA Pricewatch, Inc.

Dear Gentlemen:

Enclosed please find the following items submitted for the
filing of a Florida Incorporation per Florida Statutes:

- Articles of Incorporation (2 copies)

- Check in the amount of \$78.75

Incorporation Fee - 35.00

Registered Agent Fee - \$35.00

Certificate of Status - \$8.75

If all is in order, please send your Letter of Notification
and one copy of the Articles to the letterhead address.

Sincerely,



Clement H. White

enc.

C. BLALOCK JUL 13 2001

**ARTICLES OF INCORPORATION
OF
USA Pricewatch, Inc.**

EFFECTIVE DATE
07-11-01

FILED
01 JUL 12 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **THE UNDERSIGNED**, do hereby make, subscribe, acknowledge and file with the Secretary of State of Florida under the Florida Business Corporation Act, Florida Statutes, Chapter 607, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE ONE

Name. The name of the corporation shall be **USA Pricewatch, Inc.**

ARTICLE TWO

Address. The address of the principal office and the mailing address of this corporation shall be: 7500 Ulmerton Road, Suite #26, Largo, FL 33771.

ARTICLE THREE

Duration. The duration of the corporation is perpetual, beginning on July 11, 2001.

ARTICLE FOUR

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

ARTICLE FIVE

Capital Stock. The total number of shares of capital 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 in cash, in property or in labor or services actually performed for the corporation and valued at

a fair valuation to be fixed by the corporate officers at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

ARTICLE SIX

Principal Office and Initial Registered Office and Agent. The street address and mailing address of the principal office and initial registered office of the corporation is 7500 Ulmerton Road, Suite #26, Largo, FL 33771, and the name of its initial registered agent at that address is **EDWARD R. MONFORT.**

ARTICLE SEVEN

Incorporators. The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edward R. Monfort	7500 Ulmerton Road, Suite #26, Largo, FL 33771

ARTICLE EIGHT

Indemnification. The corporation shall have the power to indemnify each officer, including former officers, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE NINE

Bylaws. The Bylaws of the corporation are to be made and adopted by the Stockholders, and may be altered, amended or rescinded by the Stockholders.

ARTICLE TEN

Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the stockholders and officers are subject to this reservation.

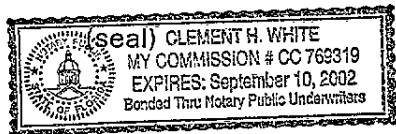
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated on this 9th day of July, 2001.



Edward R. Monfort, Incorporator

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The forgoing Articles of Incorporation were acknowledged before me by EDWARD R. MONFORT, who produced a Florida Drivers Licence as identification.


WITNESS my hand and official seal this 9 day of July, 2001.




Notary Public, State of Florida

Registered Agent's Acceptance

Having been named to accept service of process for the above named corporation, I hereby accept appointment as its 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 duties and responsibilities as registered agent for said corporation.


Edward R. Monfort,
Initial Registered Agent

Clement H. White, Attorney
6261 Third Avenue North
St. Petersburg, FL 33710
Telephone - 727/343-3012