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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

BUDGET CONTACTS.COM, INC

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

Budget Contacts.com, Inc.

The undersigned hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this corporation is Budget Contacts.com, Inc. The principal place of business and mailing address for the corporation is: 284 Indian Trace, Weston, Florida 33326.

ARTICLE II

PURPOSE

The general purpose or purposes for which the corporation is initially organized shall be to engage in the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida General Corporation Act; and the corporation shall have the power to take all action and do all things necessary and proper to carry out the foregoing purposes.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock having no par value.

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ARTICLE IV

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law. The corporation shall be effective as of date of filing.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is:

3531 GRIFFIN ROAD
FT. LAUDERDALE, FLORIDA 33312

and the name of the initial registered agent at that address is:

HAGEN & HAGEN, P.A.

ARTICLE VI

NUMBER OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, by the by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and addresses of the initial Board of Directors of this Corporation and their offices are:

<u>NAME</u>	<u>ADDRESS</u>
Richard Norman President	284 Indian Trace Weston, Florida 33326
Howard Blitz Secretary/Treasurer	284 Indian Trace Weston, Florida 33326

ARTICLE VIII

SUBSCRIBER

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Richard Norman	284 Indian Trace Weston, Florida 33326

ARTICLE IX

CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of shares which he is entitled to vote multiplied by the number of directors to be elected; and he may cast all such votes for a single director, or may distribute them among any number of directors to be elected.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the incorporator, have executed these Articles of Incorporation this 27 day of August 2001.

Richard Norman (SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

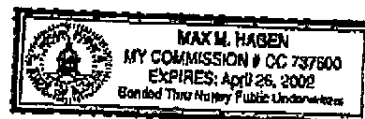
BEFORE ME, the undersigned authority, personally appeared to me, Richard Norman, well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Ft. Lauderdale, County of Broward, State of Florida, this 27 day of August A.D., 2001.

Max M. Haben
NOTARY PUBLIC

State of Florida at Large

My Commission Expires:



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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--THAT Budget Contacts.com, Inc.
CORPORATE NAME

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF WESTON,
STATE OF FLORIDA, HAS NAMED HAGEN & HAGEN, P.A. LOCATED AT 3531
GRIFFIN ROAD, CITY OF FT. LAUDERDALE, STATE OF FLORIDA, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
BY: Richard Norman
TITLE: President

Dated this 27 day of August, 2001.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
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.

SIGNATURE [Signature]
KEVIN L. HAGEN
HAGEN & HAGEN, P.A.
RESIDENT AGENT

Dated this 27 day of August, 2001.

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TALLAHASSEE, FLORIDA