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11/05/01 1:03:22 PM

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TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: New Value Club, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Dianne M. Mercer
Name (Printed or typed)

3400 Lakeside Drive, #502
Address

Miramar, FL 33027
City, State & Zip

954-431-4126
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV - 5 AM 9:10

FILED

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

P3
11/6/01

CERTIFICATE OF INCORPORATION

OF

NEW VALUE CLUB, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby executes and acknowledges these Articles of Incorporation for purposes of forming a corporation for profit pursuant to Chapter 607, of the Florida Statutes (and the several supplements thereto and acts amendatory thereof):

ARTICLE I: The name of the corporation is:

NEW VALUE CLUB, INC.

ARTICLE II: The purpose for which this for profit corporation is formed is to:

Engage and Provide Marketing, Telemarking and Promotional Services, and to transact any or all lawful business for which a corporation for profit may be organized.

ARTICLE III: The corporation's principal office and mailing address shall be: 3400 Lakeside Drive, Suite 502, Miramar, Florida 33027, which is the same as the address of the Registered Agent.

ARTICLE IV: The name and address of the agent therein and in charge thereof, upon whom process against the corporation may be served:

Dianne M. Mercer
3400 Lakeside Drive, Suite 502
Miramar, FL 33027

ARTICLE V: The existence of this corporation shall be perpetual.

ARTICLE VI: The affairs of this corporation shall be managed by a Board of Directors. The number of directors of this corporation shall be not less than one (1) and not more than five (5). The initial Board of Directors shall be composed of one (1) person. The names and addresses of the initial person who will serve as the initial Director is:

Dianne M. Mercer
3400 Lakeside Drive, Suite 502
Miramar, FL 33027

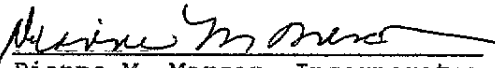
ARTICLE VII: The corporation will have authority to issue the following classes of stock, aggregate number of shares and par value per share:

	NUMBER OF SHARES	PAR VALUE
CLASS A, COMMON.....	1,000,000.....	.001

ARTICLE VIII: The name and address of the Incorporator of the above named corporation, which appears below, has hereunto signed this Certificate of Incorporation.

Dianne M. Mercer
3400 Lakeside Drive, Suite 502
Miramar, Florida 33027

DATED: 11-2-01

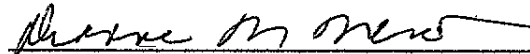

Dianne M. Mercer, Incorporator

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 607.0501 or 617.0501 of the Florida Statutes, the following is submitted:

NEW VALUE CLUB, INC., with its place of business at 3400 Lakeside Drive, Suite 502, Miramar, FL 33027, Florida, has named Dianne M. Mercer, located at 3400 Lakeside Drive, Suite 502, Miramar, FL 33027, as its agent to accept service of process within Florida.

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, and am familiar with and accept the duties and obligations of my position as registered agent.


Dianne M. Mercer
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA