

PA2000071572

June 26, 2002

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

FILED
02 JUN 28 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

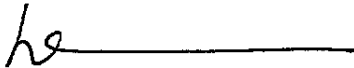
RE: Kuponon, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, together with a check in the amount of \$78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Heather Abramski

Kuponon, Inc.

100006102601--8
-06/28/02--01043--009
*****78.75 *****78.75

MAILING ADDRESS OF CORPORATION:

**KUPONO, INC.
1956 NE 2ND STREET
DEERFIELD BEACH, FL 33441**

PHONE:

954-426-4457

ARTICLES OF INCORPORATION

of

KUPONO, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

KUPONO, INC.

FILED
02 JUN 28 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

| | | | |
|----------------|--------------------|---------|-----------|
| STREET ADDRESS | 1956 NE 2ND STREET | | |
| CITY | DEERFIELD BEACH | FLORIDA | ZIP 33441 |

Mailing address, if different

| | | | |
|----------------|---------|-----|--|
| STREET ADDRESS | | | |
| CITY | FLORIDA | ZIP | |

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

| | | | |
|---------|--------------------|---------|-----------|
| NAME | HEATHER ABRAMSKI | | |
| ADDRESS | 1956 NE 2ND STREET | | |
| CITY | DEERFIELD BEACH | FLORIDA | ZIP 33441 |

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

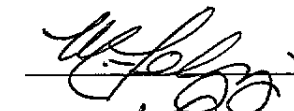

| | | | |
|----------------------------|----------|-----------|--|
| NAME MICHAEL R. FELIZZI | | | |
| ADDRESS 1956 NE 2ND STREET | | | |
| CITY DEERFIELD BEACH | STATE FL | ZIP 33441 | |
| NAME SCOTT C. LUBIN | | | |
| ADDRESS 1956 NE 2ND STREET | | | |
| CITY DEERFIELD BEACH | STATE FL | ZIP 33441 | |
| NAME | | | |
| ADDRESS | | | |
| CITY | STATE | ZIP | |

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

| | | | |
|----------------------------|----------|-----------|--|
| NAME MICHAEL R. FELIZZI | | | |
| ADDRESS 1956 NE 2ND STREET | | | |
| CITY DEERFIELD BEACH | STATE FL | ZIP 33441 | |
| NAME SCOTT C. LUBIN | | | |
| ADDRESS 1956 NE 2ND STREET | | | |
| CITY DEERFIELD BEACH | STATE FL | ZIP 33441 | |
| NAME | | | |
| ADDRESS | | | |
| CITY | STATE | ZIP | |

The undersigned incorporator(s) have executed these Articles of Incorporation this 25TH day of JUNE, ~~19~~ 2002.

 _____ (Signature)
 _____ (Signature)
 _____ (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

KUPONO, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1956 NE 2ND STREET

DEERFIELD BEACH, FL 33441

has named HEATHER ABRAMSKI

located at the aforesaid address, as its registered agent to accept service of process within this state.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered 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 obligations of my position as registered agent.

ho
(Signature)

JUNE 25, 2002
(Date)