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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

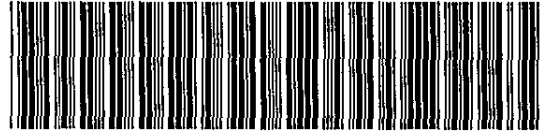
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

202-31612
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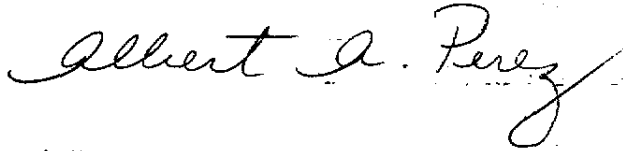
TRANSMITTAL LETTER

Department of State
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

SUBJECT: Reprice Online.com, Inc.

Enclosed are three originals of the articles of incorporation and a check for \$87.50, for my filing fee, certified copy & certificate of status. Please call me with any questions, or if any additional information is needed to complete this filing.

Sincerely



Albert A. Perez
13208 Royal George Avenue
Odessa, FL 33556
(813) 494-8484

called 11/4/02 4:12 talked w/mr. Perez

wo2-3161

ARTICLES OF INCORPORATION
OF
REPRICE ONLINE.COM, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **Reprice Online.com, Inc.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPLE OFFICE

The address of the principle office and the mailing address of this Corporation is:
13208 Royal George Avenue
Odessa, FL 33556

ARTICLE 4 - INCORPORATION

The name and street address of the incorporator of this Corporation is:
Albert A. Perez
13208 Royal George Avenue
Odessa, FL 33556

ARTICLE 5 - OFFICERS

President:	Albert A. Perez	Secretary:	Albert A. Perez
Vice-President:	Albert A. Perez	Treasurer:	Albert A. Perez

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be: Albert A. Perez

ARTICLE 7 - CORPORATE CAPITALIZATION

- 7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.
- 7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

a.a.p.

ARTICLE 8 – POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name share or right is registered on the books of the Corporation as the owner thereto, for purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 – BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

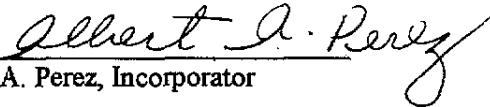
ARTICLE 12 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 – AMENDMENT

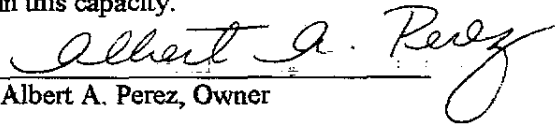
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this day, 4 Nov 2002.


Albert A. Perez, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Albert A. Perez, Owner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. A. P.