

Kropp Financial Services, Inc.

2516 NW 43rd Street
Gainesville, FL 32606
(352) 373-0170 (352) 372-2060 FAX

*Licensed Real Estate Broker
Licensed Mortgage Broker
Life Insurance & Annuity Products*

Jeffrey N. Kropp, President

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

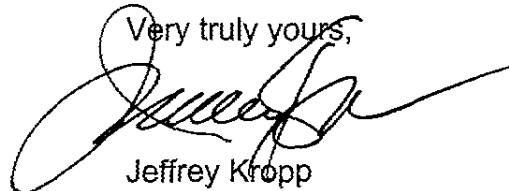
Gentlemen:

Enclosed are the Articles of Incorporation for EXPO4LESS, INC. together with a check in the amount of \$122.50 to cover the following filing fees:

Corporation filing fee	\$ 35.00
Registered Agent Certificate	35.00
Certified Copy	8.75
TOTAL	\$ 78.75

Thank you for your prompt attention to this filing.

Very truly yours,



Jeffrey Kropp

JNK/amk



FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 21, 2003

JEFFREY KROPP
2516 NW 43RD STREET
GAINESVILLE, FL 32606

SUBJECT: EXPO4LESS, INC.
Ref. Number: W03000001710

We have received your document for EXPO4LESS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filing Section

Letter Number: 003A00003346

ARTICLES OF INCORPORATION
OF
EXPO4LESS, INC

FILED
03 JAN 27 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLES I. NAME

The name of the corporation shall be:

EXPO4LESS, INC.

The principal place of business of this corporation shall be 2516 NW 43rd Street, Gainesville, FL 32606.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2516 NW 43rd Street, Gainesville, FL 32606. and the name of the initial registered agent of the corporation at that address is Aaron Kropp.

ARTICLE V. BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time, by the By Laws.

The names and addresses of the persons who are to serve as Directors until their successor or successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Aaron Kropp	2516 NW 43 rd Street Gainesville, FL 32606

ARTICLE VI. BY-LAWS

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE VII. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

ARTICLE X. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are;

<u>NAME</u>	<u>ADDRESS</u>
Aaron Kropp President, Secretary	2516 NW 43 rd Street Gainesville, FL 32606

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**Aaron Kropp
2516 NW 43rd Street
Gainesville, FL 32606**


ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment at two regularly scheduled meetings.

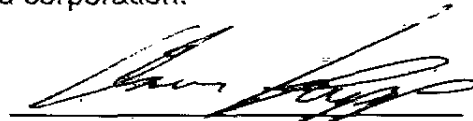
ARTICLE XIV. DISSOLUTION

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal this 13th day of January, 2003 for the purpose of forming this corporation.


Aaron Kropp

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Aaron Kropp

FILED

03 JAN 27 PM 1:19

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**