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GUTTA KOUTOULAS PA'S

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Division of Corporations

Page 1 of 2

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TALLAHASSEE, FLORIDA

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To:

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

From:

Account Name : GUTTA, KOUTOULAS, C.P.A.'S, LLC
Account Number : I19990000055
Phone : (954) 452-8813
Fax Number : (954) 452-8359

FLORIDA PROFIT CORPORATION OR P.A.

1 Shop Direct.com, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
1 Shop Direct.com, Inc.**

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.

ARTICLE I. NAME

The name of the corporation shall be:

1 Shop Direct.com, Inc.

The principal place of business of this corporation shall be:

109 S.E. 2nd Street
Miami, FL 33131

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transaction any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, country, territory 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 1000 shares of common stock having \$1.00 par value per share.

Prepared by:
Gutta, Koutoulas & Relis, L.L.C
8211 W. Broward Blvd., Suite 350
Plantation, Florida 33324
Phone: (954) 452-8813
Fax: (954) 452-8359

Fax Audit #: H03000202318 9

Fax Audit #: H03000202318 9

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be:

109 S.E. 2nd Street
Miami, FL 33131

The name of the initial registered agent of the corporation at that address is:

Ajay Khanna

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash or any new stock of this corporation of the same 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 VII. OFFICERS AND DIRECTORS

This corporation shall have one officer(s)/director(s), initially. The name and street address of the initial officer(s)/director(s) who shall hold office for the first year of the corporation and every year thereafter until their successors are elected or appointed is/are:

Ajay Khanna – President/Director
109 S.E. 2nd Street
Miami, FL 33131

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

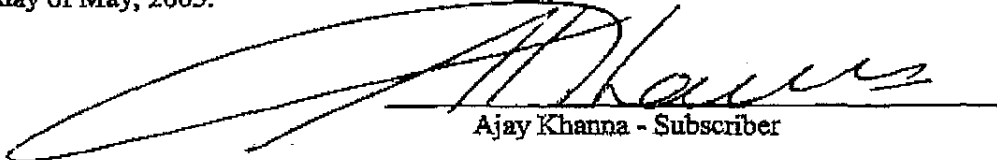
Ajay Khanna – President/Director
109 S.E. 2nd Street
Miami, FL 33131

Prepared by:
Gutta, Koutoulas & Relis, L.L.C
8211 W. Broward Blvd., Suite 350
Plantation, Florida 33324
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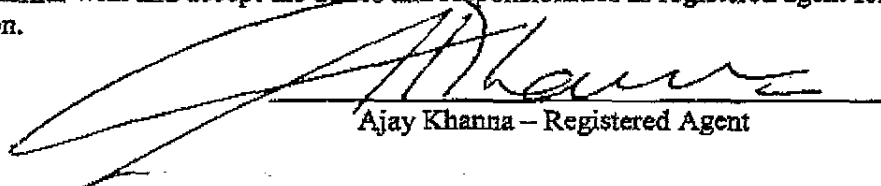
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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this
21st day of May, 2003.


Ajay Khanna - Subscriber

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


Ajay Khanna - Registered Agent

Prepared by:
Gutta, Koutoulas & Relis, L.L.C
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