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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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04 MAY 11 AM 9:43
SEVENTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**SMART SHOPPING TV, INC**

Certificate of Status	0
Certified Copy	1
Page Count	02
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
SMART SHOPPING TV, INC

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation is SMART SHOPPING TV, INC.

ARTICLE II PRINCIPAL OFFICE

The principal mailing address of this corporation shall be:

950 SW 22nd Road
Miami, FL 33129

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 shares of \$1.00 per value common stock

ARTICLE IV INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time in accordance with by-laws adopted by the stockholders. The names and addresses of the initial board of directors are:

NAME

ADDRESS

Felipe Caro
President, Secretary

950 SW 22nd Road
Miami, FL 33129

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

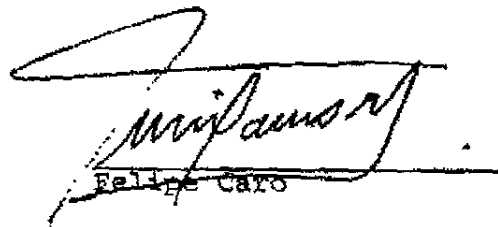
The name and Florida street address of the initial registered agent are:

Felipe Caro
950 SW 22nd Road
Miami, FL 33129

ARTICLE VI INCORPORATOR

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

Felipe Caro
950 SW 22nd Road
Miami, FL 33129




Felipe Caro

May 11th 2004
Date

ACKNOWLEDGMENT:

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.



Felipe Caro