

To: Division of Corporations
Subject:

From: Gary

Monday, July 11, 2005 9:25 AM Page: 1 of 3

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To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

1407.39439

FLORIDA PROFIT CORPORATION OR P.A.

SHOPALLMONSTER, INC.

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H05000166739 3

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ARTICLES OF INCORPORATION
OF
SHOPALLMONSTER, INC.

ARTICLE I - NAME

The name of the corporation is SHOPALLMONSTER, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 5740 Surrey Circle East, Davie, Florida 33331.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation shall have authority to issue Ten Thousand (10,000) shares of Common Capital Stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Kenneth Danielson
5740 Surrey Circle East
Davie, Florida 33331; and

Peter Beshouri
2900 N. Atlantic Boulevard
Ft. Lauderdale, Florida 33308-7512

H05000166739 3

H05000166739 3

ARTICLE VII - INCORPORATOR

The name of the Incorporator is Debra Palmisano and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of July, 2005.


Debra Palmisano

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SHOPALLMONSTER, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.


CORPDIRECT AGENTS, INC.
Registered Agent

Dated: July 8, 2005

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