

**Electronic Articles of Incorporation
For**

P06000138430
FILED
November 01, 2006
Sec. Of State
jshivers

SHOP & PAY ONLINE CENTER, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

SHOP & PAY ONLINE CENTER, INC.

Article II

The principal place of business address:

111 SW 5TH AVENUE
SUITE 104
MIAMI, FL. US 33130

The mailing address of the corporation is:

111 SW 5TH AVENUE
SUITE 104
MIAMI, FL. US 33130

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

RICHARD SIEGMEISTER
111 SW 5TH AVENUE
SUITE 104
MIAMI, FL. 33130

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: RICHARD SIEGMEISTER

Article VI

The name and address of the incorporator is:

SCOTT E ITKIN
1514 NORTH DIXIE HIGHWAY

HOLLYWOOD, FL 33020

Incorporator Signature: SCOTT E ITKIN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MATTHEW PETRUCCELLI
111 SW 5TH AVENUE, SUITE 104
MIAMI, FL. 33130 US