

**Electronic Articles of Incorporation
For**

P07000104978
FILED
September 21, 2007
Sec. Of State
jshivers

SKYMALL PURCHASING 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:

SKYMALL PURCHASING INC

Article II

The principal place of business address:

1540 NE 191 ST
202
NORTH MIAMI BEACH, FL. 33179

The mailing address of the corporation is:

1540 NE 191 ST
202
NORTH MIAMI BEACH, FL. 33179

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:

100

Article V

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

ANDREW M HALL
1540 NE 191 ST
202
NORTH MIAMI BEACH, FL. 33179

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

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Registered Agent Signature: ANDREW M HALL

Article VI

The name and address of the incorporator is:

ANDREW M HALL
1540 NE 191 ST
202
NORTH MIAMI BEACH, FL. 33179

Incorporator Signature: ANDREW M HALL

Article VII

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

Title: P/D
ANDREW M HALL
1540 NE 191 ST., #202
NORTH MIAMI BEACH, FL. 33179

Article VIII

The effective date for this corporation shall be:

09/20/2007