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* ALSO ADMITTED IN FLORIDA
LL.M. IN TAXATION

9500003473

January 9, 1995

EFFECTIVE DATE
~~1995~~ JAN 9 1995

Secretary of State
Division of Corporations
P. O. Box 6372
Tallahassee, FL 32314

500001378569
-01/12/95--01090--009
***122.50 ***122.50

Re: The Fax Shopping Network International, Inc.

To Whom it May Concern:

I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

1. Original and one copy of Articles of Incorporation;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$122.50.

Please file these documents on our behalf and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely,

Charles W. Cramer
Charles W. Cramer

FILED
JAN 12 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CWC/ksw
Enclosures

cc: Mrs. Marilyn Mathers (w/ enc.)

JAN 13 1995 BSB

ARTICLES OF INCORPORATION
OF
THE FAX SHOPPING NETWORK INTERNATIONAL, INC.

FILED
95 JAN 12 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a Corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

EFFECTIVE DATE
JAN 9 1995

The name of this Corporation shall be The Fax-Shopping Network International, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 150 Gem Lake Drive, Maitland, Florida, 32751. The mailing address of the Corporation shall be Post Office Box 181309, Casselberry, Florida, 32718-1309.

ARTICLE III: CAPITAL STOCK

The maximum number of shares this Corporation is authorized to issue is 10,000 shares of common stock having \$1.00 par value.

ARTICLE IV: INITIAL REGISTERED
OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 723 East Colonial Drive, Suite 200, Orlando, Florida, 32803. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may either be increased or diminished from time to time by the Bylaws. The names and addresses of the persons who will serve on the initial Board of Directors are:

Marilyn Mathers, 150 Gem Lake Drive, Maitland, Florida, 32751

ARTICLE VI: INCORPORATOR

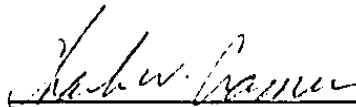
The name and address of the incorporator of this Corporation is:

Charles W. Cramer
723 E. Colonial Drive
Suite 200
Orlando, Florida 32802

ARTICLE VII: DATES OF EXISTENCE

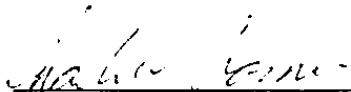
Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 9 day of January, 1995.



Charles W. Cramer
Incorporator

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.



Charles W. Cramer
Registered Agent

Date: January 9, 1995