

P95000004601

January 11, 1995

Florida Dept of State  
Division of Corporations  
PO BOX 6327  
Tallahassee FL 32314

FILED  
05 JAN 17 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Secretary of State,

Enclosed you will find ~~two~~ money orders for the amount of \$122.50 made payable to the Secretary of State.

Please process enclosed NEW ARTICLES OF CORPORATIONS For DEAL DIRECT, Inc. as quickly as possible as per our conversation.

Please send any documents and Certificates to:

DEAL DIRECT, Inc.  
1100 NE 45th St, #140  
Ft. Lauderdale, FL 33334

Thank you very much,

*Walid Halwaji*  
Walid Halwaji  
DEAL DIRECT, Inc.

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01/18/95 01004 008  
\*\*\*122.50 \*\*\*122.50

JAN 19 1995 BSB

ARTICLES OF INCORPORATION  
OF  
DEAL DIRECT, INC.

FILED  
25 JAN 17 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of DEAL DIRECT, INC. a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the information, liabilities, rights, powers, immunities of a corporation for profit, and do hereby certify:

ARTICLE I

The name of the Corporation shall be DEAL DIRECT, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The Principal address is 1100 NE 45th St. #140  
Ft Lauderdale, FL 33334

ARTICLE IV

The general purpose for which the corporation is organized is:

1. To engage in the business of Advertising Services, either on its own behalf as principal, or as importer and/or exporter, or as a jobber, or on commission, or as a broker, or as a commercial and general agent and factor for any person, partnership, association, or corporation to purchase or otherwise acquire, own mortgage, pledge, charter, lease, sell, assign and transfer, or otherwise dispose of, and deal in and with, either at a wholesale, or retail and machinery, implements, tools, appliances, supplies, and other goods, wears and merchandise of all kinds pertaining to the operation of a Advertising business permitted under the laws of the United States of America or of this State.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act, or engage into any other trade or business which can, in the opinion of the stockholders of the Corporation, be advantageously carried on in connection with and auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE V

The aggregate number of shares which the corporation is authorized to issue is FIVE HUNDRED (500). Such shares shall be of single class and shall have a par value of ONE DOLLAR (1.00) per share.

#### ARTICLE VI

Preemptive Rights Designation: Each stockholder of the corporation shall have the right to purchase, subscribe for or receive a right or rights to purchase, subscribe for at par value thereof, a pro-rated portion of any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation originally filed, or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, personal property, real property, or leases thereof, of any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes or to which is attached or pertinent any warrant or warrants or other instruments or instrument conferring on the holder the right to subscribe for or purchase from the corporation any share of its stock of any class or classes.

#### ARTICLE VII

The street address of the initial registered agent of the Corporation is: 1100 NE 45th St, #140, Ft Lauderdale, Florida; and the name of the initial registered agent at such address is: Walid Halwaji

#### ARTICLE VIII

The initial number of stockholders of the Corporation is one  
(1.) The name and address of said stockholder is:

Walid Halwaji  
1100 NE 45th St. #140  
Ft. Lauderdale, FL 33334

#### ARTICLE IX

The name and address of the Incorporator is

Walid Halwaji  
1100 NE 45th St #140  
Ft. Lauderdale, FL 33334

#### ARTICLE X

The business of this Corporation shall be managed by its Stockholder rather than a Board of Directors. In the management of the business of the Corporation, the act of the stockholder representing a majority of outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall be the act of the Stockholder. The Stockholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by them.

A majority of the outstanding shares of the Corporation entitled to vote, represented in person, or by proxy, shall constitute a quorum at any meeting of the stockholder for the management of the business of the corporation.

ARTICLE XI

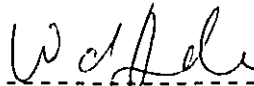
These Articles of Incorporation shall be effective immediately upon the approval of the Secretary of State of Florida.

ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law.

The Undersigned, being the original subscriber and incorporator of the foregoing corporation do hereby certify that the foregoing constitutes the proposed charter of DEAL DIRECT, INC.

Witness my hand and seal this 11<sup>th</sup> day of January 1995

  
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WALID HALWAJI

STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, personally appeared Walid Halwaji to me personally known to be the person described in, and who executed the foregoing Articles of Incorporation, and he acknowledge before me that he executed the same, for the uses and purpose intended herein.

Witness my hand and official seal in the State and County named above, this 11<sup>th</sup> day of January 1995

NOTARY PUBLIC, State of Florida at large

Mary K. Jones - CC-084638

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAR. 26, 1995  
BONDED THRU GENERAL INS. UND.

ID'D By Drivers License

FILED

95 JAN 17 AM 9:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following  
is submitted, in compliance with said Act:

First -- That DEAL DIRECT, INC. desiring to organize under the  
laws of the State of Florida with its principal offices as indicated  
in the articles of incorporation at  
City of Ft. Lauderdale, County of Broward, State of Florida  
has named Walid Halwaji  
located at 1100 NE 45th St #140, Ft. Lauderdale, Florida 33334

City of Ft. Lauderdale, County of Broward State of Florida, as its  
agent to accept service of process within this State.

Acknowledgement: (Must be signed by designated Agent)

Having been named to accept service of process for the above  
stated corporation, at place designated in this certificate, I hereby  
accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By Walid Halwaji  
(Resident Agent)  
Walid Halwaji