

795000041933

May 17, 1995

**Secretary of State**  
Division of Corporations  
409 East Gaines  
Tallahassee, FL 32399

000001498490  
-05/24/95--01079--007  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the Articles of Incorporation for:

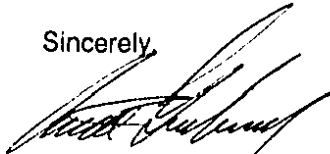
**SHOPPER'S BARGAIN NETWORK, INC.**

Enclosed is our check in the amount of \$122.50 to cover  
fees as follows:

Filing Fees.....\$ 35.00  
Certified Copy..... 52.50  
Register Agent..... 35.00

If you have any questions, please do not hesitate to call me at (407)998-7166.

Sincerely,



Ronald P. Godfrey

FILED  
95 MAY 24 PM 12:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

6699 N. Federal Hwy., Ste 100, Boca Raton, Fla. 33487

B. REGISTER MAY 30 1995

**FILED**

95 MAY 24 PM 12:01

**ARTICLES OF INCORPORATION  
OF  
SHOPPER'S BARGAIN NETWORK, INC.**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I. NAME**

The name of the corporation is **SHOPPER'S BARGAIN NETWORK, INC.**

**ARTICLE II. PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III. CAPITAL STOCK**

This corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock which shall be designated common stock.

**ARTICLE IV. VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's principal office and the initial registered office of this corporation is 6699 N. Federal Hwy., Ste 100, Boca Raton, FL 33487, and the name of the initial registered agent of this corporation at that address is Ronald P. Godfrey.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1) director. The name and address of the initial directors of this corporation are:

Ronald P. Godfrey  
7340 NE 8th Ct.  
Boca Raton, FL 33487

Andrew Sternberg  
6350 N. Andrews Ave. #500  
Ft. Lauderdale, FL 33309

**ARTICLE VII. INCORPORATOR**

The name and address of the person signing these articles is:

Ronald P. Godfrey  
7340 NE 8th Ct.  
Boca Raton, FL 33487

**ARTICLE VIII. BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors and the shareholders.

**ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X. AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on May 17, 1995.

  
Ronald P. Godfrey

**FILED**

95 MAY 24 PM 12:01

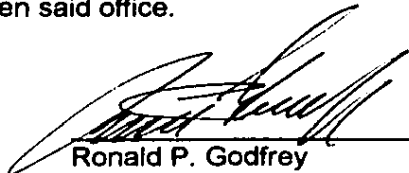
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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

That **SHOPPER'S BARGAIN NETWORK, INC.** desiring to organize under the laws of the State of Florida as indicated in the Articles of Incorporation, has named Ronald P. Godfrey, located at 6699 N. Federal Hwy. Ste. 100, Boca Raton, FL 33487, as its agent to accept service of process within this State.

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

  
\_\_\_\_\_  
Ronald P. Godfrey  
Resident Agent