

06/19/95 14:11 FAX CORP. AGENTS (305) 599-9591 P. 01

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PURCHASE BY DEMAND INC.

FAX AUDIT NUMBER: H95000006816

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/19/1995

TIME REQUESTED: 14:00:30

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

Purchase By Demand Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Purchase By Demand Inc.**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar Dollar(s) (\$ 1.00) per value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME	Purchase By Demand Inc.		
ADDRESS	8260 W Flagler ST Suite 2-C		
CITY	Miami, FL	FLORIDA FL	ZIP 33144

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	Wilfredo Fleites		
ADDRESS	8260 W Flagler ST Suite 2-C		
CITY	Miami	FLORIDA FL	ZIP 33144

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). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Oliver Touratier		
ADDRESS	8260 W Flagler ST Suite 2-C		
CITY	Miami	STATE FL	ZIP 33144
NAME	Magda Touratier		
ADDRESS	8260 W Flagler ST Suite 2-C		
CITY	Miami	STATE FL	ZIP 33144
NAME	Prepared by: Wilfredo Fleites		
ADDRESS	8260 West Flagler Suite 2-C		
CITY	Miami, FL	STATE FL	ZIP 33144

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Wilfredo Fleites		
ADDRESS	8260 W Flagler ST Suite 2-C		
CITY	Miami	STATE	FL ZIP 33144
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12 TH
day of June, 19 95.

Wilfredo Fleites (Seal)

(Seal)

(Seal)

STATE OF FLORIDA)
COUNTY OF Dade) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

Wilfredo Fleites

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12 TH
day of June, 19 95.

(Notary Seal)

Maria E. Fleites
(Notary Public, State of Florida at Large)

My Commission expires:



MARIA E. FLEITES
MY COMMISSION # 0000041 EXPIRES
March 12, 1997
BONDED WITH TRISTY FIDELITY INSURANCE, INC.

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ARTICLE VIII - AMENDMENT

This certificate of incorporation may be amended in any manner with the laws of the State of Florida.

ARTICLE IX - OFFICERS

The officers of the corporation until the first meeting of the corporation Board of Directors, or until successors are elected, shall be : Oliver Touratier- President & Secretary
Magda Touratier- Vice-President & Treasurer

ARTICLE X

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. At the discretion of the initial sole stockholder or the successor of all shares of the stockholder, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose, stockholders may elect to operate with a Board of Directors and officers as provided elsewhere in these Articles of Incorporation. At such time there shall be elected a minimum of three directors who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders shall also elect such persons to fill the offices of : PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, and such other offices as are permitted by the By-Laws of the corporation. The officers shall serve for one year after their election or until their successors are elected or appointed and have qualified. The manner and form of electing or appointing officers and directors shall be set out in the By-Laws.

ARTICLE XI - ARTICLES V. VOTING RIGHTS

Each holder of par value common stock shall at every meeting of the stockholders be entitled to one vote for each share of the par value common stock of the corporation standing in his name at the time of provided by law.

ARTICLE XII - PREEMPTIVE RIGHTS

Each stockholder shall have preemptive rights. Every shareholders, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share at the price at which it is offered to others.

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FAS-T CORPORATE AGENTS

(305) 592-9591

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CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

Purchase By Demand Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 8260 W Flagler ST Suite 2-C

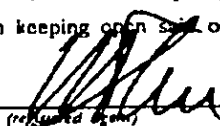
Miami, FL 33144

has named Wilfredo Fleites

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(Registered Agent)

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FALL HAVEN, FLORIDA

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