



120 Bay Street
Room 1225
Tallahassee, FL 32301
P9500055962

ACCOUNT NO. 072100000032

REFERENCE : 644314 82150A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : July 19, 1995

ORDER TIME : 10:54 AM

ORDER NO. : 644314

500001541275

CUSTOMER NO: 82150A

CUSTOMER: Mr. Jose Mojica
XL CORPORATE SERVICES

62 White Street

New York, NY 10013

DOMESTIC FILING

NAME: CUSTOMER CLUB INTERNATIONAL
CORP.

XXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denny G. Smith

EXAMINER'S INITIALS: T. BROWN JUL 19 1995

FILED
95 JUL 19 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CUSTOMER CLUB INTERNATIONAL CORP.

FILED
95 JUL 19 PM 3:19
SECRET
TALLAHASSEE, FLORIDA

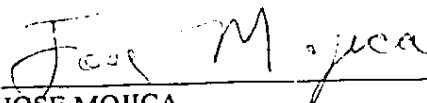
THE UNDERSIGNED sole incorporator, being a natural person competent to contract and desiring to form a corporation under Title XXXV, Chapter 607 of the revised Florida Statutes, herewith submits the following information.

- 1 The name of the corporation is CUSTOMER CLUB INTERNATIONAL CORP.
- 2 The duration of the corporation shall be perpetual.
- 3 The general purpose or purposes for which this corporation is being formed are to include the transaction of any or all lawful business for which corporations may be incorporated under this chapter.
- 4 The aggregate number of shares which the corporation shall have authority to issue is 1000 shares, all without par value and of one class.
- 5 The principal address and mailing address of the corporation will be 1633 CORAL RIDGE DRIVE, CORAL SPRINGS, FL. 33076 and the name of its initial registered agent at such address is STEVEN ROTWEIN.
- 6 The number of directors constituting the initial board of directors is ONE and the name and address of each person who is to serve as a member thereof is as follows:

STEVEN ROTWEIN, 1633 CORAL RIDGE DRIVE, CORAL SPINGS, FL 33076
- 7 The name and address of the sole incorporator is: JOSE MOJICA, c/o XL CORPORATE SERVICES, INC., 62 WHITE STREET, 2ND FLOOR, NEW YORK, NY 10013.

IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 07/11/95


JOSE MOJICA
Sole Incorporator

**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

FILED
95 JUL 19 PM 3:19
SECRET
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby accept appointment as Registered Agent of CUSTOMER CLUB INTERNATIONAL CORP., the within named corporation.

Dated: July 14, 1995


STEVEN ROTWEIN