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DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: FAX SHOPPING CLUB, INC.
FAX AUDIT NUMBER: H95000008282 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/27/1995 TIME REQUESTED: 11:14:31
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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS

7828000056H

EUGENE L. MANN, ESQ.
12920 SW 81 ST.
MIAMI, FL 33183
(305) 268-8892
FL. BAR NO. 128372

ARTICLES OF INCORPORATION
OF
FAX SHOPPING CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is FAX SHOPPING CLUB, INC.

ARTICLE II

This corporation is to have perpetual existence.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Million (1,000,000) shares of One Dollar (\$1.00) par value, common stock.

ARTICLE V

The street address of the initial, principal office of this corporation is 4711 N.W. 79th Avenue - #AA, Miami, Florida 33166, and the name and address of the initial registered resident agent of the corporation is Sergio O. Tarrades, 4711 N.W. 79th Avenue - #AA, Miami, Florida 33166.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors June be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Jair Jonathan De Freitas
4711 N.W. 79th Ave.
Miramar, Florida 33166

Sergio O. Tarrades
4711 N.W. 79th Ave.
Miami, Florida 33166

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ARTICLE VII

The name and address of the person signing these Articles of Incorporation is:

Sergio O. Tarrades, 4711 N.W. 79th Avenue, Miami, Florida 33166.

ARTICLE VIII

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

ARTICLE IX

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

ARTICLE X

The By-laws of the Association shall be adopted by the First Board, and thereafter June be altered, amended or rescinded in the manner provided for in the By-laws. As is set forth in the Bylaws, the Bylaws June be amended by the affirmative vote or not less than a majority of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of June, 1995.


SERGIO O. TARRADES

6500000927H

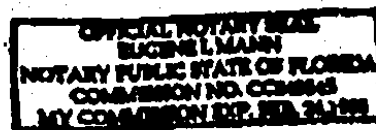
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STATE OF FLORIDA
COUNTY OF DADE

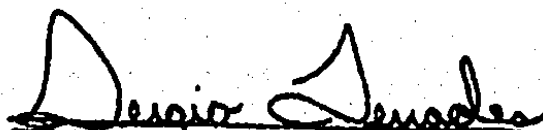
The foregoing instrument was acknowledged before me by SERGIO O. TARRADES this
28th day of June, 1995.


Notary Public, State of Florida

ACCEPTANCE OF RESIDENT AGENT



I HEREBY CERTIFY that I am a permanent resident of Miami, Dade County, Florida, residing
at the place indicated above, and I hereby accept the foregoing designation as Resident Agent of FAX
SHOPPING CLUB, INC.


SERGIO O. TARRADES

Prepared By:
Eugene L. Mann, Esq.
Fla. Bar No. 128372
12920 S.W. 81st St.
Miami, FL 33183

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