

TV Shopping
Sprees

P95000059559

July 31, 1995

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

*****122.50 *****122.50
-09/01/95--01103--0004


Dear Sir or Madam,

Enclosed you will find check in the amount of \$ 122.50 for application fees
for corporate filing on a corporation called "The Outlet Mall, Inc."

The enclosed payment is for "certified copies" of the filing.

Please return by priority mail, to my attention, to the address below.

Sincerely,


Mark Gray

EFFECTIVE DATE

JUL 31 1995

500
SECRET OF STATE
TALLAHASSEE FLORIDA

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FILED

ARTICLES OF INCORPORATION
OF
THE OUTLET MALL, INC

Article I - Name & Address

The name and address of this corporation is THE OUTLET MALL, INC and the address is 6489 Parkland Drive, Sarasota, Florida 34243.

Article II - Term

This corporation shall commence to exist as of July 31, 1995, and shall exist perpetually or until legally dissolved.

Article III - Purpose

This corporation is organized for the purpose of direct marketing and any other lawful business and doing all acts necessary or convenient to carry on the business of the corporation or to effect or promote the purposes for which the corporation is formed.

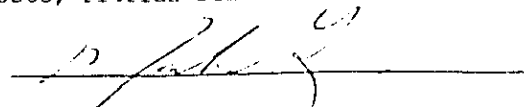
Article IV - Capital Stock

This corporation is authorized to issue three million (3,000,000) shares of par value of FOUR DOLLARS (\$4.00) per share common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 6489 Parkland Drive, Sarasota, Florida 34243 and the registered agent at that address is Mark Gray.

I am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Article VI - Management of Corporation By Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation. This corporation shall have no directors.

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote on the subject matter shall be the act of the corporation.

EFFECTIVE DATE

JUL 31 1995

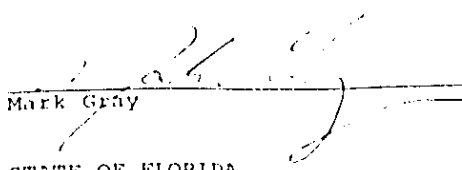
Article VII - Incorporator

The name and address of the person signing these Articles as the Incorporator is Mark Gray, 6400 Parkland Drive, Sarasota, Florida 34243.

Article VIII - Amendment

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

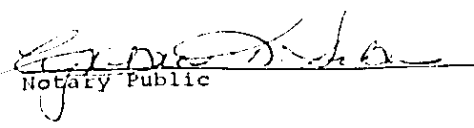
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 31st day of July 1995.


Mark Gray

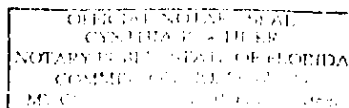
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a notary public authorized to take acknowledgements in the State and County aforesaid, personally appeared MARK GRAY who signed these Articles for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 31st day of JULY 1995.


Notary Public

My Commission Expires: 2-14-95



Print type or name of person or entity to be
Notarially Inseparably Incorporated []
Type and date of production

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EP: 20