

P95000059714

Jacqueline Iza Larkins  
9855 Snapper Creek Drive  
Miami, Florida 33173

July 27, 1995

New Filings Department  
Florida Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

100001549571  
-07/31/95--01005--005  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation of Buyer's Advantage, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Buyer's Advantage, Inc.. Also enclosed is a check in the amount of \$122.50, made payable to the Secretary of State, representing the filing fee for said articles.

It is my understanding that the original articles will be filed and a date stamped copy will be returned to the undersigned in the enclosed self-addressed stamped envelope.

Should you have any questions, please contact the undersigned at (305) 271-3401 or in writing at the above address. Thank you for your anticipated courtesy and cooperation in this regard.

Very truly yours,

*Jacqueline Iza Larkins*  
Jacqueline Iza Larkins

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95 JUL 31 PM 2:09

ARTICLES OF INCORPORATION

OF

BUYER'S ADVANTAGE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is BUYER'S ADVANTAGE, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's mailing address and principal office location is 11762 N. Kendall Dr., Suite 173, Miami, Florida 33186.

ARTICLE III

DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence on the date of filing these Articles of Incorporation with the Department of State.

ARTICLE IV

NATURE OF BUSINESS

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

ARTICLE V  
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of Common Stock shall have pre-emptive rights to subscribe to the corporation's securities and are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE VI  
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this corporation is Jacqueline Iza Larkins. The street address of the initial registered office of the corporation in the State of Florida is 9855 Snapper Creek Dr., Miami, Florida 33173.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The corporation shall have two initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The names and street addresses of the initial directors are

Jacqueline Iza Larkins, 9855 Snapper Creek Dr., Miami, Florida 33173 and Alina Valdes, 7200 S.W. 105 Terrace, Miami, Florida 33156.

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 26 day of JULY, 1995.

BUYER'S ADVANTAGE, INC.

BY:   
JACQUELINE IZA LARKINS

STATE OF FLORIDA):

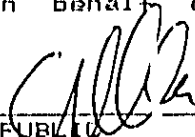
SS:

COUNTY OF DADE ):

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared JACQUELINE IZA LARKINS, who is personally known to me to be a Director of Buyer's Advantage, Inc. ~~(or who~~

~~has produced the following type of identification~~ \_\_\_\_\_  
\_\_\_\_\_, she acknowledged before me that she executed the foregoing Articles of Incorporation on behalf of Buyer's Advantage, Inc. and did not take an oath.

My Commission Expires:

  
NOTARY PUBLIC  
STATE OF FLORIDA

Print

OFFICIAL NOTARY SEAL  
CHRISTOPHER J. KLEIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC47M01  
MY COMMISSION EXPIRES JUNE 24, 1999

Commission No.

CERTIFICATE OF REGISTERED AGENT

OF

BUYER'S ADVANTAGE, INC.

Pursuant to Chapter 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That Buyer's Advantage, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named JACQUELINE IZA LARKINS, located at 9855 Snapper Creek Dr., City of Miami, County of Dade, State of Florida, as its agent to accept service of process with this state.

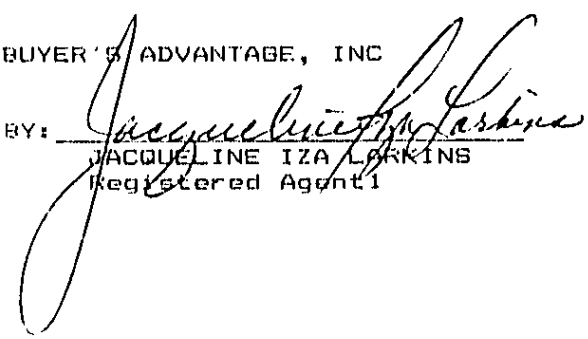
A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 26 day of July, 1995.

BUYER'S ADVANTAGE, INC

BY:

  
JACQUELINE IZA LARKINS  
Registered Agent

95 JUL 31 PM 2:29  
SECOND JUDGE  
TALLAHASSEE, FLORIDA