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Requestor's Name

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-22-96

[Signature]

**ARTICLES OF INCORPORATION
OF
SHOPPER'S CHOICE, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Shopper's Choice, Inc.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation will be any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE III

The maximum number of shares of stock authorized to be issued by this corporation is one hundred shares of capital stock, all of the par value of \$1.00 per share, and all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof one vote at any stockholders' meeting and otherwise to participate in all meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be paid for such consideration as may be determined by the Board of Directors which shall have a value of at least equal to full par value of such shares. They may be paid for in lawful money of the United States of America, or in property, labor or services. In the absence of fraud, the judgement of the directors as to the value of property or services received in consideration for the issuance stock shall be conclusive and binding upon all persons whomsoever.

ARTICLE IV

The corporation shall begin business with a paid-in-capital of \$100.00.

ARTICLE V

The corporation shall have perpetual existence unless dissolved accordingly to law.

ARTICLE VI

The initial post office address of the principal office of the corporation will be 5600 20th Way S., Apartment 3, St. Petersburg Florida, 33712. The Board of Directors may from time to time move the principal office to any other address in Florida and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

Meetings of the stockholders and directors of the corporation may be held at places within or without the State of Florida, and other than at the principal office of the corporation, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

ARTICLE VII

The corporation shall have two Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1). Vacancies on the Board of Directors may be filled at any special meeting of the Stockholders or at any meeting of the Directors. Directors need not be Stockholders of the corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their removal by the Stockholders at any time with or without cause.

The Board of Directors shall have complete charge of the business of the corporation and shall have power to elect a committee of the Board and to delegate to the committee, as well as to the officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. The Board of Directors shall elect the officers of the corporation who shall consist of a President, Secretary and Treasurer and such other officers as the Board of Directors may deem advisable and shall

determine the compensation of such officers including those who may also be Directors. None of these officers are required to be Stockholders of the corporation. All such officers shall have such rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

The Board of Directors shall have full power to specify the conditions upon which stock certificated by new issue.

ARTICLE VIII

The name and post office address of the members of the First Board of Directors are:

Doretha Faye Jones
5600 20th Way S. Apt. 3
St. Petersburg, Florida 33712

Gregory Cole
5600 20th Way S. Apt. 3
St. Petersburg, Florida 33712

ARTICLE IV

The name and post office of each subscriber and the number of shares of stock which each agrees to take are:

Doretha Faye Jones
5600 20th Way S. Apt. 3
St. Petersburg, Florida 33712 51 Shares of Stock

Gregory Cole
5600 20th Way S. Apt. 3
St. Petersburg, Florida 33712 49 Shares of Stock

ARTICLE I

No contract of other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is or are a Director or Directors or officer or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be affected or invalidated by the fact that any one or more

Directors of this corporation is a party to, or are parties, to, or interested in such contract or transaction; provided that in each such case the nature and extent of the interest of such Director or Directors in such contract or other transaction or the fact that such Director or Directors is or are a Director or Directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such control or other transaction is authorized.

ARTICLE XI

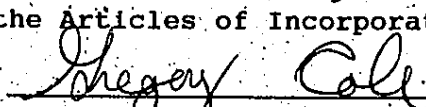
The corporation shall indemnify every Director or officer, his or her heirs, executors and administrators, against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or officer of the corporation, or at its request of any other corporation of which it is a Stockholder or creditor and from which he or she is not entitled to be indemnified, except in relation to matters as to which he or she shall finally be adjudged in such action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matter covered by the settlement as to which the corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE XII

The registered office of said corporation shall be at: 5609 20th Way S. Apt. 3, St. Petersburg, Florida 33712 and the resident agent at said office shall be Gregory Cole.

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

PA I HEREBY ACCEPT the designation as Resident Agent of Shopper's Choice Inc., as set forth in the Articles of Incorporation.



Gregory Cole

ARTICLE XLII

If the holder of any share or shares of the stock of this corporation desires to dispose of the same or any part thereof, he or she shall not transfer or otherwise dispose of the same to any person unless and until he or she has first given the corporation the right to purchase such stock at fair market value. Such notice shall be given in writing by the person desiring to dispose of such stock to the corporation and all other Stockholders. The corporation shall have thirty (30) days from receipt of such written notice in which to exercise its rights to purchase, such holder of any share or shares of the capital stock desiring to dispose of the same shall not transfer or otherwise dispose of the same to any person unless and until he or she has first given the Stockholders of the corporation the right to purchase the same as herein provided. Each of the other Stockholders shall be entitled to purchase a pro rate share of the stock so offered for sale at fair market value within forth-five (45) days after the services of such notice upon the last holder to be served should the corporation elect not to exercise its pre-emptive rights. In the event that any one or more of the other Stockholders does not desire to purchase his or her share of the stock offered for sale, his or her or their right to purchase shall inure to the benefit of the remaining other Stockholders. In such notice to exercise their option to purchase the stock offered for sale, the other Stockholders shall state the amount of such stock which they desire to purchase; the Stockholder offering the stock for sale forthwith sell, assign, transfer and set over his or her shares of stock to the Stockholder or Stockholders to whom the shares are so transferred in the proportionate amount requested by each, and the Stockholders to whom the shares are so transferred shall at the same time pay to the seller as and for the purchase price thereof an amount equal to the fair market value of the stock at the time of such transfer.

In the event that only one of the other Stockholders desires to exercise his or her option to purchase as provided for herein, such other Stockholder shall have the right to purchase the entire amount of stock offered for sale. In the event that two of the other Stockholders elect to purchase only a portion of the stock to which he or she is entitled, and the remaining other Stockholders shall have the right to purchase the balance of the stock to which he or she is entitled.

In the event that neither the corporation nor any of the

Stockholders shall elect to purchase such stock offered for sale, the holder thereof may sell and transfer at such price as he or she may see fit. Such person or persons acquiring the same shall in his or her or their turn hold such stock again subject to all the terms and conditions hereinafter contained.

Nothing herein contained shall be construed to prevent any Stockholders of the corporation from pledging their stock as security for a debt or obligation; in the event that such debt is foreclosed, the person acquiring such stock by such foreclosure shall hold the stock and shall immediately give the corporation written notice of such foreclosure. The corporation shall then have an option to purchase of the shares so acquired at the foreclosure price within thirty (30) days of such written notice. Each of the other Stockholders shall be entitled to purchase a pro rate share of the stock offered for sale at fair market value within forty-five (45) days after the services of such notice upon the last holder to be served should the corporation elect not to exercise its pre-emptive rights.

Nothing herein contained shall be construed as preventing a Stockholder from transferring his or her shares of stock to any person, firm or corporation or trust with the consent of the Stockholders at the first meeting after notice has been given in writing to all of the other Stockholders at their addresses as shown on the books of the corporation, advising the nature of the proposed transfer.

ARTICLE XIV

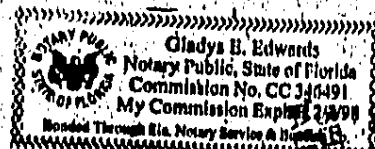
Every shareholder, upon the sale for cash of any non-issued capital stock or new stock of this corporation of the same kind, class or series as that which already holds, shall have the right to purchase his or her pro rate share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all Stockholders and the Stockholders shall notify the corporation of their intention to subscribe within forty-five (45) days after such notice.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on
this 15th day of January, 1996.

Gregory Cole
Gladys E. Edwards

STATE OF FLORIDA
COUNTY OF PINELLAS



FILED
JAN 17 AM 9:22
CLERK OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that before me, the undersigned authority
this day personally appeared and known to me to be the person
described in and who subscribed the foregoing Articles of
Incorporation, and whom severally acknowledged before me that he
executed the same freely and voluntarily for the uses and purposes
therein expressed.

WITNESS my hand and official seal at St. Petersburg FL this 15 day
of January 1996

Gladys E. Edwards
Notary Public
State of Florida

Doretha Faye Jones
Doretha Faye Jones
Gregory Cole
Gregory Cole

