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LETTER OF TRANSMITTAL

June 11, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/12/96--01114--018
*****70.00 *****70.00

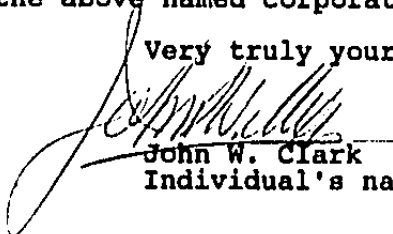
RE CATALOG SHOPPING NETWORK

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,


John W. Clark
Individual's name

CATALOG SHOPPING NETWORK
(Name of Corporation)

3820 NE 24th Avenue
Lighthouse Point, FL 33064
(954) 782-7189

96 JUL 17 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

GB 7/17/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

FILED

96 JUL 17 PM 3:39

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 1, 1996

JOHN W. CLARK
3820 NE 24TH AVE
LIGHTHOUSE POINT, FL 33064

SUBJECT: CATALOG SHOPPING NETWORK, CO.
Ref. Number: W96000013844

We have received your document for CATALOG SHOPPING NETWORK, CO. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 396A00032402

Articles of Incorporation
of
Catalog Shopping Network, Co.
(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Catalog Shopping Network, Co.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of one
Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Agent of this Corporation is:

NAME	<u>John W. Clark</u>		
ADDRESS	<u>3820 NE 24th Avenue</u>		
CITY	<u>Lighthouse Point</u>	FLORIDA <u>FL</u>	ZIP <u>33064</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>John W. Clark, President</u>		
ADDRESS	<u>3820 NE 24th Avenue</u>		
CITY	<u>Lighthouse Point</u>	STATE <u>FL</u>	ZIP <u>33064</u>
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

IMPORTANT:

The Canary yellow first sheet in this set of forms is your WORK SHEET.
Detach this part and use for preparation prior to filling in the 2 part carbon interleaved set.

8010

ARTICLE VII - INCORPORATORS

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

NAME	John W. Clark, Pres.		
ADDRESS	3820 NE 24th Avenue		
CITY	STATE	ZIP	
Lighthouse Point	FL	33064	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 11th day of June, 1996.

John W. Clark (Seal)
LAURIE K. DU PONT (Seal)
 _____ (Seal)

STATE OF FLORIDA

COUNTY OF MIAMI) SS

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

John W. Clark

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that HE executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 11th day of JUNE, 1996

(Notary Seal)

(Notary Public, State of Florida at Large)



My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

Catalog Shopping Network, Co.

(name of corporation)

Corporate address same as below

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 3820 NE 24th Avenue

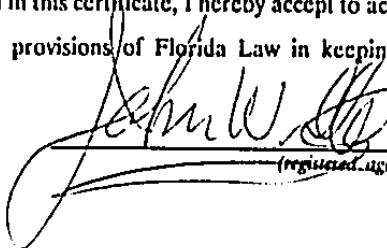
Lighthouse Point, FL 33064

has named John W. Clark

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


(registered agent)

FILED
96 JUL 17 PM 3:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA