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28050 U.S. Hwy. 19 No. Suite 208
Clearwater, Florida 34621
(813) 791-8810
FAX (813) 791-7293

August 16, 1996

Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Fl. 32301

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00700705--01071--006
*****70.00 *****70.00

In re: United Shoppers of America, Inc.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above referenced corporation, together with my check in the amount of \$70.00 to cover your filing fees. Please record and file same with your office. I do not require a certified copy. Please forward the proper paperwork to 26133 U.S. 19 No., Suite 310, Clearwater, Fl. 34623.

Thank you for your attention to this matter.

Very truly yours,

Roy C. Skelton
Roy C. Skelton

FILED
95 AUG 19 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/21/96
[Signature]

**ARTICLES OF INCORPORATION
OF
UNITED SHOPPERS OF AMERICA, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is:

UNITED SHOPPERS OF AMERICA, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business. The main purpose of this corporation is to engage in every phase and aspect of the business of retailing and wholesaling products.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock to be issued by this corporation shall be 100 shares at \$1.00 value per share.

ARTICLE IV- TERM OF EXISTENCE

The terms of which said corporation shall exist shall be perpetual, unless sooner dissolved by law.

ARTICLE V - INITIAL CAPITAL

The initial capital with which this corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE VI - ADDRESS

The post office address of the principal place of business of the corporation is 28050 U.S. 19 No., #208, Clearwater, Florida.

FILED
JAN 13 1964
CLERK OF DISTRICT COURT
JAN 13 1964

ARTICLE VII - DIRECTORS

The corporation shall be commenced by a Board of Directors of not less than one in number. The names and addresses of the first Board of Directors, who, subject to this Charter, the by-laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until an election is held by the stockholders, are:

<u>NAME</u>	<u>ADDRESS</u>
Roy C. Skelton	28050 U.S. 19 No.#208 Clearwater, Florida
Gary E. Smith	28050 U.S. 19 No. #208, Clearwater, Florida

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Roy C. Skelton	28050 U.S. 19 No.#208, Clearwater, Florida
Gary E. Smith	28050 U.S. 19 No.#208, Clearwater, Florida

REGISTERED OFFICE AND AGENT

The registered office and agent for the corporation is:

<u>OFFICE</u>	<u>AGENT</u>
28050 U.S.19 No., Ste 208, Clearwater, Fl. 34621	Roy C. Skelton

ARTICLE X - SUB CHAPTER S

The corporation elects under Section 1372(a) to have a taxable status under Sub Chapter S of the Internal Revenue Code.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein

are subject to this reservation.

ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a Small Business Corporation which qualifies under the code.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 15th day of August, 1996.

WITNESSES:

Donna M. Skelton

Roy C. Skelton
Roy C. Skelton

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared Roy C. Skelton, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he stated before me that he executed same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 16 day of Aug, 1996.

Patricia G. Leszewski
Notary Public



PATRICIA G. LESZEWSKI
MY COMMISSION # CC403254 EXPIRES
September 21, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE

Having been named to act as Registered Agent for service of process in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and to keep this office open pursuant to the provisions of the Florida General Corporation Act.

DATED: August 15, 1996

Roy C. Skelton
ROY C. SKELTON
Registered Agent

FILED
AUG 19 11:10:45