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LAW OFFICE
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JOSEPH M. BALOCCO

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November 18, 1996

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

Attn: Corporations

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-11/26/96--01137--009
****122.50 ****122.50

RE: Anywhere Coupons, Inc.

Gentlemen:

Enclosed please find original and one copy of Articles of Incorporation for the above proposed corporation.

If same meets with your approval I would ask that you endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely yours,

JOSEPH M. BALOCCO

JMB/ves
enclosures

Dmc
12/3/96

FILED
96 NOV 25 AM 10:14
TALLAHASSEE, FLORIDA

FILED

96 NOV 25 AM 10:14

TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is: ANYWHERE COUPONS, INC.. The principal address of the corporation is 11481 NW 42 STREET, CORAL SPRINGS, FLORIDA 33065.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of this Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE IV - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 10926 NW 29 PLACE, SUNRISE, FLORIDA 33322, and the name of the initial registered agent of this corporation at that address is: ISAAC PAGE, SR.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the

By Laws. The names and addresses of the initial Board of Directors of this Corporation are:

NAME: ADDRESS:

ISAAC PAGE, SR. 10926 NW 29 PLACE, SUNRISE, FLORIDA 33322
VINCENT LEWIS, SR. 11481 NW 42 STREET, CORAL SPRINGS, FLORIDA 33065

ARTICLE VII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME: ADDRESS:

ISAAC PAGE, SR. 10926 NW 29 PLACE, SUNRISE, FLORIDA 33322
VINCENT LEWIS, SR. 11481 NW 42 STREET, CORAL SPRINGS, FLORIDA 33065

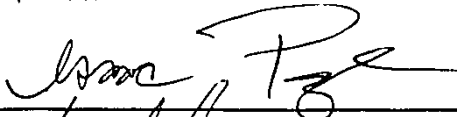
ARTICLE VIII - INDEMNIFICATION

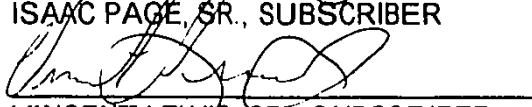
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of November, 1996.



ISAAC PAGE, SR., SUBSCRIBER


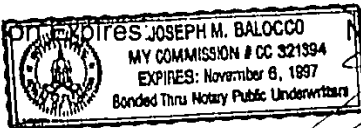
VINCENT LEWIS, SR., SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ISAAC PAGE, SR. and VINCENT LEWIS, SR., known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation and who produced valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 15 day of November, 1996.

My Commission Expires NOVEMBER 8, 1997 NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT ANYWHISERE COUPONS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IS PRINCIPAL PLACE OF BUSINESS AT 11481 NW 42 STREET, CITY OF CORAL SPRINGS, STATE OF FLORIDA, 33065, HAS NAMED ISAAC PAGE, SR., LOCATED AT 10926 NW 29 PLACE, CITY OF SUNRISE, STATE OF FLORIDA, 33322, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Isaac Page, Sr.*

TITLE PROSIDENT

DATE 11-18-96

FILED

96 NOV 25 AM 10:14

TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
PERFORMANCE OF MY DUTIES.

SIGNATURE

Isaac F. J. [Signature]

DATE

11/18/96