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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: FAS-T CORP. AGENTS, INC. ACCT#: 071001002335
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839 FAX #: (305)716-0346

NAME: NEW DISCOUNT CARD CORP.
AUDIT NUMBER.....H97000001330
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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97 JAN 23 PM 4:02
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Lidia Fernandez

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JAN-23-97 THU 14:06 FELIX M. CACERES, PA

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**ARTICLES OF INCORPORATION OF
NEW DISCOUNT CARD CORP.**

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ARTICLE I. NAME

The name of this corporation is:

NEW DISCOUNT CARD CORP.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholders upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

DOCUMENT PREPARED BY:
JOHNNIE A. MUNDACA
14360 S.W. 289TH ST.
HOMESTEAD, FL 33033
(305) 242-1321

Prepared by: Johnnie A. Mundaca
14360 S.W. 289th St.
Homestead, FL 33033
(305) 242- 1321

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ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:
14360 S.W. 289TH STREET, HOMESTEAD, FL 33033

The name of the initial registered agent of this corporation is:
JOHNNIE A. MUNDACA

The corporation principal office shall be:

14360 S.W. 289TH STREET, HOMESTEAD, FL 33033

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

JOHNNIE A. MUNDACA
14360 S.W. 289TH ST.
HOMESTEAD, FL 33033

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. INCORPORATORS

The name and address of the person(s) signing these Articles of Incorporation is (are):

JOHNNIE A. MUNDACA
14360 S.W. 289TH ST.
HOMESTEAD, FL 33033

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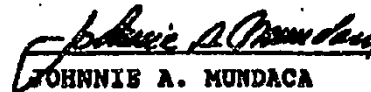
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IN WITNESS THEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporations with the Secretary of State of the State of Florida, and accordingly set our hands and seal this 20 day of January 1997.


JOHNNIE A. MUNDACA

STATE OF FLORIDA
COUNTY OF DADE

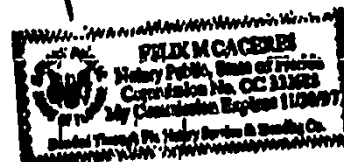
I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgments, personally appeared-----

-----JOHNNIE A. MUNDACA-----

to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Dade and State of Florida, this 20 day of January 1997.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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**CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED**

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

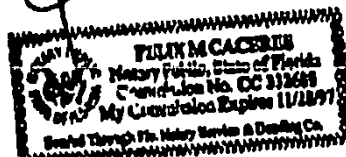
First-That ----NEW DISCOUNT CARD, INC.-----
qualified to do business under the laws of the State of Florida with its principal office at
the City of Miami
_____, County of Dade _____, State of Florida has appointed -----
-----JOHNNIE A. MUNDACA-----
City of ~~Homestead~~ County of _____ Dade _____ . State of Florida, as its agent to
accept service of process within this State.

ACKNOWLEDGMENT

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


JOHNNIE A. MUNDACA
Sworn to and subscribed before me,
this 20th day of January, A.D. 1997.

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STATE OF FLORIDA AT LARGE



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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