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LAW OFFICES
FOX & FOX, P. A.
133 BOCA RATON ROAD
BOCA RATON, FLORIDA 33432

LEO A. FOX

P.O. BOX 504
BOCA RATON, FL 33429-0504
TELEPHONE (561) 395-1707
FAX (561) 368-0687

February 6, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-02/11/97--01038--006
***122.50 ***122.50

Re: The Home Shopper, Inc.

Dear Sir:

We have enclosed with this letter, the original Articles of Incorporation and one copy for the above referenced new corporation.

Also enclosed is Certificate Designating Resident Agent.

Our check in the amount of \$122.50, covering filing fee, tax and certified copy of Articles, is enclosed. Please return to us a certified copy of Articles as soon as same have been filed.

Sincerely yours,


Leo A. Fox

LAF/mlb
enclosures

FILED
9 FEB 10 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE HOME SHOPPER, INC.

FILED

97 FEB 10 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be THE HOME SHOPPER, INC.

ARTICLE II

The principal place of business and the mailing address of the corporation is:

2871 N. Ocean Boulevard, #M-238
Boca Raton, FL 33432

ARTICLE III

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000 shares of common stock @ \$1.00 par value.

ARTICLE IV

REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 133 Boca Raton Road, Boca Raton, Florida 33432, and

the name of the initial registered agent at such address is LEO A. FOX.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of this Corporation is:

LEO A. FOX
133 Boca Raton Road
Boca Raton, Florida 33432

ARTICLE VI

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right in accordance with the Florida General Corporation Law to amend, alter, modify 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 above named incorporator has hereunto subscribed his name this 6th day of February, 1997.

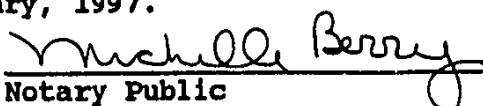


LEO A. FOX

STATE OF FLORIDA
COUNTY OF PALM BEACH

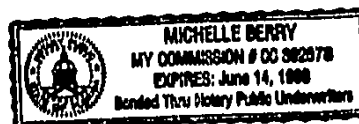
BEFORE ME, the undersigned officer, this day personally appeared LEO A. FOX, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at the County and State aforesaid this 6th day of February, 1997.



Notary Public

My Commission expires:



**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:

THE HOME SHOPPER, INC., desiring to organize or qualify under
the laws of the State of Florida, with its principal place of
business at City of Boca Raton, State of Florida, has named LEO A.
FOX, located at 133 Boca Raton Road, Boca Raton, Florida 33432, as
its agent to accept service of process within Florida.

SIGNATURE _____

TITLE Reg. Agent

DATE 2/6/97

FILED
97 FEB 10 PM 3:14
SECRETARY OF STATE
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
and complete performance of my duties.

SIGNATURE _____

DATE 2/6/97