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A LIMITED LIABILITY PARTNERSHIP

CONSISTING OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

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March 6, 1997

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

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-03/07/97-01083--009
*****122.50 *****122.50

RE: M & R Discount Cards, Inc.

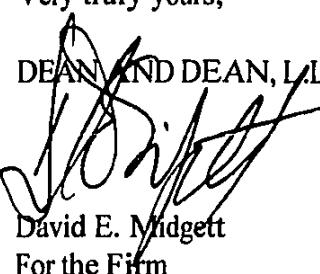
Dear Sirs:

Enclosed herewith please find our firm's check in the amount of \$122.50 representing the filing fee for M & R Discount Cards, Inc. Please file the enclosed Articles of Incorporation and forward us the certificate.

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN & DEAN, L.L.P.


David E. Midgett
For the Firm

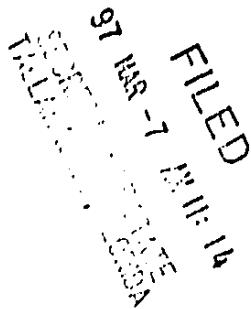
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Enclosures

97 MAR -7 AM 11:14
FLORIDA
STATE
DEPARTMENT
3/13/97
FILED
JD

ARTICLES OF INCORPORATION

OF

M & R DISCOUNT CARDS, INC.



We, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: M & R DISCOUNT CARDS, INC. and the address shall be: 4901 East Silver Springs Boulevard, Unit 715, Ocala, Florida 34470.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on the date of filing with the Secretary of State and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and

other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoters incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI
Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 4901 East Silver Springs Boulevard, Unit 715, Ocala, Florida 34470, and the name of the corporation's

initial registered agent at such address is Raul Perez. The corporation may change its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VIII
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2) and the names and addresses of each person who is to serve as a member thereof is as follows:

Raul Perez
4901 E. Silver Springs Boulevard
Unit 715
Ocala, Florida 34470

Maria Perez
4901 E. Silver Springs Boulevard
Unit 715
Ocala, Florida 34470

ARTICLE IX
Incorporators

The name and address of the incorporator of this corporation is as follows:

Raul Perez
4901 E. Silver Springs Boulevard
Unit 715
Ocala, Florida 34470

ARTICLE X
Amendment of Articles of Incorporation

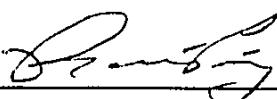
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI
Indemnification

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, to any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation,

, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles for the uses and purposes therein stated.



RAUL PEREZ

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 6th day of March, 1997, by RAUL PEREZ, who is personally known to me (Yes No) or has produced _____ as identification.

Kimberly A. Brown
Notary Name: _____
NOTARY PUBLIC
My Commission Expires: _____



KIMBERLY A. BROWN
MY COMMISSION # CC483480 EXPIRES
AUGUST 18, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**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:

M & R DISCOUNT CARDS, INC., with its principal place of business in the City of Ocala, County of Marion, State of Florida, has named Raul Perez located at 4901 East Silver Springs Boulevard, Unit 715, Ocala, County of Marion, State of Florida, as its agent to accept service of process within Florida.

Dated: March 10th, 1997

M & R DISCOUNT CARDS, INC.

By: Raul Perez
Raul Perez

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FILED
FLORIDA
STATE
CLERK'S OFFICE

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.

Dated: March 10th, 1997

Raul Perez
Raul Perez