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LAW OFFICES

BOONE, BOONE, BOONE & HINES, P. A.

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VENICE, FLORIDA 34284

ESTABLISHED 1956

STREET ADDRESS:

1001 AVENIDA DEL CIRCO 34285

TELEPHONE (941) 488-6716

FAX (941) 488-7079

E. G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
CHARLES D. HINES
JOHN S. KODA

April 9, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: MYSTERY SHOPPER, U.S.A., INC.

8000002145058--2

-04/16/97--01069--001

****122.50 ****122.50

Dear Sir:

We enclose original and one copy of Articles of Incorporation for the above corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of this filing.

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
Total Filing Fee	\$122.50

The corporation's beginning date is the date incorporated by the State of Florida.

Please return a certified copy of the Articles of Incorporation to our office at the post office box listed above.

Thank you for your attention to this matter.

Very truly yours,

Charles D. Hines
Charles D. Hines

mks
enclosures

APR 17

FILED
97 APR 16 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MYSTERY SHOPPER, U.S.A., INC.

FILED
97 APR 16 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
CORPORATE NAME

The name of this corporation is:

MYSTERY SHOPPER, U.S.A., INC.

ARTICLE II.
NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be in money, property or services. The board of directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE IV.
BEGINNING DATE AND TERM OF EXISTENCE

The beginning date of this corporation shall be the date incorporated by the State of Florida, and it shall exist perpetually.

ARTICLE V.
ADDRESS

The initial mailing address of the principal office of this corporation is: 369 Interstate Blvd., Sarasota, FL 34240.

The directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.
DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by Bylaws adopted by the Board of Directors.

ARTICLE VII.
INITIAL DIRECTORS AND OFFICERS

The names and post office address of the members of the first Board of Directors and first Officers are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Judson G. Rees	4020 Crockers Lake Blvd. Sarasota, FL 34238	President Treasurer
Diane Rees	4020 Crockers Lake Blvd. Sarasota, FL 34238	Vice President Secretary

ARTICLE VIII.
SUBSCRIBERS

The names and addresses of all the subscribers to the stock of this corporation, together with the number of shares of stock

each agrees to take, are:

<u>Name</u>	<u>Address</u>	<u># Of Shares</u>
Judson G. Rees	4020 Crockers Lake Blvd. Sarasota, FL 34238	100
Diane Rees	4020 Crockers Lake Blvd. Sarasota, FL 34238	100

ARTICLE IX.
REGISTERED AGENT

The initial registered agent and the address of his office is: Charles D. Hines, Esq., 1001 Avenida del Circo, Venice, Florida 34285.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 1st day of ~~March~~nd, 1997.

APRIL



Judson G. Rees
Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned, who has been designated registered agent and to accept service of process for the above corporation, affirms that Charles D. Hines, Esq., is the Registered Agent, and the address for the registered office of the corporation is 1001 Avenida del Circo, Venice, FL 34285. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

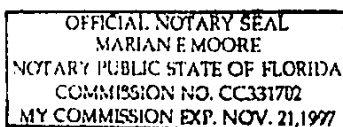


Charles D. Hines, Esq.,
Registered Agent

STATE OF FLORIDA)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that the foregoing Articles of Incorporation were acknowledged before me this 1ST day of APRIL ¹⁹⁹⁷, by Judson G. Rees, the Incorporator, who is personally known to me or who produced FL DRIVERS LICENSE as identification.

FILED
97 APR 16 PM 12:01
TALLAHASSEE, FLORIDA



NOTARY PUBLIC

sign Marian E Moore
Print MARIAN E MOORE

(SEAL)

My Commission Expires: 11/21/97

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