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FILED

97 MAY 30 PM 12: 18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GARY MOODY*
ANTHONY J. SALZMAN**
JOHN M. CROTTY

GORDON H. GROLAND
of counsel

PERSONAL INJURY AND WRONGFUL DEATH
WORKERS' COMPENSATION
FAMILY LAW
SOCIAL SECURITY LAW
BANKING LAW
GENERAL PRACTICE

*BOARD CERTIFIED IN CIVIL TRIAL LAW

**BOARD CERTIFIED IN WORKERS' COMPENSATION

May 28, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-05/30/97--01053--008
****122.50 ****122.50

RE: freeprizes.com, Inc.

Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation of freeprizes.com, Inc., a profit corporation.
2. Designation of Resident/Registered Agent and acceptance by such agent.
3. My firm check in the amount of \$122.50 for:

a.	Filing Fee	\$ 35.00
b.	Certified Copy of Charter	\$ 52.50
c.	Registered Agent Designation Fee	\$ 35.00

Total \$122.50

Please file the subject documents, and forward the Certified Copy to my above-shown address.

Very truly yours

Anthony J. Salzman

AJS/sjf
Enclosures

ARTICLES OF INCORPORATION
OF
freeprizes.com, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is **freeprizes.com, Inc.**

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The address of the principal office of this corporation is c/o Anthony J. Salzman,
Registered Agent, Moody & Salzman, P.A., P.O. Drawer 2759, Gainesville, FL 32602.

ARTICLE III. 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 IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue
and have outstanding at any one time is 900 shares of common stock with a par value of
\$1.00.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these
articles.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this
Corporation in the State of Florida shall be:

Anthony J. Salzman
MOODY & SALZMAN, P.A.
500 E. University Avenue, Suite A
Post Office Box 2759
Gainesville, Florida 32602-2759

Articles of Incorporation

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The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) director(s) initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Michael Steven Giles
4707 S.W. 67th Terrace
Gainesville, FL 32608

Randall Sherrod Smith
7423 N.W. 18th Avenue
Gainesville, FL 32605

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS.

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Michael Steven Giles
4707 S.W. 67th Terrace
Gainesville, FL 32608

Randall Sherrod Smith
7423 N.W. 18th Avenue
Gainesville, FL 32605

Articles of Incorporation

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ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI. BY-LAWS.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

SIX HUNDRED (600) SHARES - Michael Steven Giles
THREE HUNDRED (300) SHARES - Randall Sherrod Smith

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the corporation."

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TALLAHASSEE, FLORIDA


ARTICLE XIV. INDEMNIFICATION.

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

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), have executed the foregoing Articles of Incorporation on the 28th day of May, 1997.



INCORPORATOR
Michael Steven Giles



INCORPORATOR
Randall Sherrod Smith

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 28th day of May, 1997, by MICHAEL STEVEN GILES and RANDALL SHERROD SMITH, who have produced identification, and who did not take an oath.

Identification Produced:

FL DL G 420-557-72-054-0
SS30-737-73-378-0



NOTARY PUBLIC

Typed Name:

Commission No.:


Commission Expires:



SHEFFIA J. FULMER
MY COMMISSION # CC 490581
EXPIRES Oct 6, 1999

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent to Accept Service for the above-stated corporation, I hereby agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties and obligations of Section 607.0505, Florida Statutes.



ANTHONY J. SALZMAN
Registered Agent