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TO: DIVISION OF CORPORATIONS

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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BUYING CLUB INTERNATIONAL, INC.

AUDIT NUMBER.....H97000010839

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION  
OF  
BUYING CLUB INTERNATIONAL, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is: BUYING CLUB INTERNATIONAL, 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 issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon execution of these articles.

ARTICLE V - 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:

Colin Mayers  
8015 S.W. 133rd Ct.  
Miami, FL 33183

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

ARTICLE VI - CORPORATE OFFICE

The street address of the principal office of the corporation is:

8015 S.W. 133rd Ct.  
Miami, FL 33183

THIS DOCUMENT PREPARED BY:  
JERRY M. DALE, Esq.  
Florida Bar No.: 101570  
LAW OFFICES OF JERRY M. DALE, P.A.  
8370 West Flagler Street, Suite 252  
Miami, Florida 33144  
(305) 559-4062

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ARTICLE VII - BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTOR

The name of the initial Directors of this Corporation and their street addresses are:

Patrick Bryan  
103 Wanstead Garden  
St. Michael, Barbados

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 - OFFICERS

The names of the initial officers of this corporation and their street addresses are:

Patrick Bryan, President/Treasurer  
103 Wanstead Garden  
St. Michael, Barbados

Vicki Edghill, Secretary  
103 Wanstead Garden  
St. Michael, Barbados

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Patrick Bryan  
103 Wanstead Garden  
St. Michael, Barbados


THIS DOCUMENT PREPARED BY:  
JERRY M. DALE, ESQ.  
Florida Bar No.: 101370  
LAW OFFICES OF JERRY M. DALE, P.A.  
6370 West Flagler Street, Suite 232  
Miami, Florida 33144  
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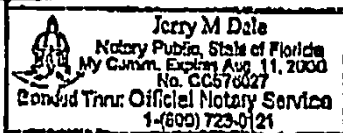
ARTICLE XI - AMENDMENT

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.

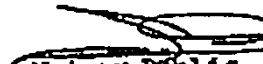
  
PATRICK BRYAN, Incorporator

STATE OF FLORIDA )  
                              ) ss  
COUNTY OF DADE )

BEFORE ME, a Notary Public, personally appeared PATRICK BRYAN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on July 1st, 1997.



(SEAL)


  
Notary Public, State of Florida  
at Large

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BUYING CLUB INTERNATIONAL, INC. at the place designated in the Articles of Incorporation, COLIN MAYERS agrees to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated July 1st, 1997.

  
COLIN MAYERS, Registered Agent

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