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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: AS SEEN ON T.V. STORE, INC.
AUDIT NUMBER.....H97000012966
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

FAS-T CORP AGENTS INC

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H97000012966

Articles of Incorporation
of
As Seen on T.V. Store, Inc.

Article I. Name

The name of this Florida corporation is:
As Seen on T.V. Store, Inc.

Article II. Address

The mailing address of the Corporation is:

As Seen on T.V. Store, Inc.
7837 N.W. 72 Ave.
Miami, FL 33166

Article III. Capital Stock

The Corporation shall have the authority to issue 100 shares of
common stock, par value \$1.00 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Diego Iraneta
7837 N.W. 72 Ave.
Miami, FL 33166

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of
Directors consisting of no less than one director. The number of directors may
be increased or decreased from time to time in accordance with the Bylaws of
the Corporation. The election of directors shall be done in accordance with the
Bylaws. The directors shall be protected from liability to the fullest extent
permitted by law. The name of each initial member of the Corporation's Board of
Directors are:

Diego Iraneta - 7837 N.W. 72 Ave., Miami, FL 33166
Carlos Lopez - 7837 N.W. 72 Ave., Miami, FL 33166
Jose Rivera - 7837 N.W. 72 Ave., Miami, FL 33166

Prepared by:

Rachlin & Associates, P.A., 11120 N. Kendall Dr., #201, Miami, FL 33176
(305)270-2040

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Article VI.

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

Article VII. Incorporator

The name and address of the incorporator is:

Diego Iraneta
7837 N.W. 72 Ave.
Miami, FL 33166

Article VIII. Corporate Existence

The corporate existence of the Corporation shall be effective upon filing.

The authorized representative of the incorporator executed the Articles of Incorporation on August 7, 1997

By: X

Diego Iraneta

President

H97000012966

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CORPORATION:

As Seen on T.V. Store, Inc.

REGISTERED AGENT:

Diego Iraneta
7837 N.W. 72 Ave.
Miami, FL 33166

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

By: 
Diego Iraneta

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