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PA7000072454

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Affinity Buying Club, Inc.

300002272393--3
-08/20/97--01083--004
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for Affinity Buying Club, Inc., together with my check in the amount of \$70.00. Please stamp and return a copy in the enclosed envelope. Thank you.

Very truly yours,

Marian Pearlman Nease

MARIAN PEARLMAN NEASE
Enclosure

FILED
97 AUG 20 PM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Done
8/21/97*

ARTICLES OF INCORPORATION
OF

AFFINITY BUYING CLUB, INC.

FILED

97 AUG 20 AM 10:49

SECRET
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is AFFINITY BUYING CLUB, INC.

ARTICLE II

The existence of the corporation shall begin on the date of its incorporation by the State of Florida.

ARTICLE III

The street address of the principal office of the Corporation is 1515 N. Federal Highway, Suite 200, Boca Raton, Florida 33432.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Suite 801, 5355 Town Center Road, Boca Raton, Florida 33486. The initial registered agent for the Corporation at that address is Marian Pearlman Nease.

ARTICLE VI

The initial board of directors shall consist of one member. The

name and address of the person who will serve on the initial board of directors is:

Name	Address
Martin Weissberg	1515 N. Federal Highway Suite 200 Boca Raton, Florida 33432

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name	Address
Marian Pearlman Nease	5355 Town Center Road Suite 801 Boca Raton, Florida 33486

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19th day of August, 1997.

Marian Pearlman Nease
Name: Marian Pearlman Nease

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AFFINITY BUYING CLUB, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Marian Pearlman Nease
Name: Marian Pearlman Nease

Date: August 19, 1997

FILED
AUG 20 AM 10:49
TALLAHASSEE, FLORIDA