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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP - 8 AM 9:06

*Fla. Bar Certified in Real Estate Law

97000078125

VIA FED EX PRIORITY

September 5, 1997

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****122.50 ****122.50

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399
ATTN: New Filing Section

EFFECTIVE DATE
9-3-97

RE: R&I Marketing, Inc.
Our File No. 97-062

~~Buyers Buy Free, Inc.~~
Our File No. 97-064

Ladies/Gentlemen:

Enclosed is the original and one (1) copy of the Articles of Incorporation for both of the above referenced corporations, together with our checks in the amounts of \$122.50 each representing the filing fee thereon for both corporations.

Please file the original Articles for each corporation, and return a certified copy of each to our office in the self-addressed, postage-paid envelope provided for your convenience.

Thank you for your cooperation and courtesies.

Sincerely,

MANDEL, SIMOWITZ, WEISMAN,
KIRSCHNER & DIAZ, P.A.

Roy A. Diaz

RAD/ppa
Enclosures

D. BROWN SEP 10 1997

EFFECTIVE DATE
9-3-97

ARTICLES OF INCORPORATION
OF
BUYERS BUY FREE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP -8 AM 9:06

The undersigned, desiring to form a corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporations:

ARTICLE I - NAME

The name of the corporation is:

BUYERS BUY FREE, INC.

ARTICLE II - PURPOSE

The general nature of the business to be conducted and carried on by this corporation is:

- (a) To engage in business as real-estate company.
- (b) To engage in every aspect and phase of each and every lawful business or operation permitted by the laws of the State of Florida, including, but not limited to, the right and power to manufacture, distribute, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe-deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery

company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair of exposition.

(c) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of building or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

(d) To purchase, sell, pledge, subscribe for or otherwise acquire and to hold the shares, stocks, bonds, debentures, futures, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or territory of the United States or of any other state or territory of the United States or any foreign country, except monies or transportation, banking or insurance companies, and to sell or exchange the same, or upon the distribution of assets or divisions of profits, to distribute any such shares, stocks, stocks or obligations or proceeds thereof among the stockholders of this company.

(e) The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and all other negotiable papers; to secure any indebtedness

due it in the same manner common to natural persons. It shall have the full power to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

(f) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(g) The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

(h) The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its assets.

(i) To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated, and any and all other acts and things, insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be

exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it is organized. The said corporation may perform any part of its business outside of the State of Florida, or in other states or colonies of the United States or in any foreign country or countries.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - CAPITAL STOCK

(a) The aggregate number of shares that the corporation shall have authority to issue is 1,000 shares of Capital Stock with \$1.00 par value per share.

(b) The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

(c) The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the corporation.

(d) The shares of the corporation are not to be divided into classes.

(e) The corporation is not authorized to issue shares in series.

ARTICLE V - 1244 STOCK

The capital stock of the corporation will be issued in accordance with the requirements of Section 1244 of the Internal Revenue Code of 1986, and as amended.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 10022 W. McNab Road, Tamarac, Florida 33351 and the initial registered agent of this corporation is Roy A. Diaz, Esquire. However, this corporation may, from time to time, move the principal office to any other address, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

The name and post office address of the first Board of Director, who, being subject to the provisions of the Articles of Incorporation, the by-laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are selected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
IAN J. TRUMBACH	10022 W. McNab Road Tamarac, Florida 33351

ARTICLE IX - INCORPORATORS

The names and street address of each subscriber and incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
IAN J. TRUMBACH	10022 W. McNab Road Tamarac, Florida 33351

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE XI - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XII - TRANSACTIONS WITH DIRECTORS AND OFFICERS

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reasons of the fact that any one or more of the Directors or Officers of this corporation is, or are, interested in, or is a member, stockholder, director or officer or any members, stockholders, directors or officers of such other firm or corporation; and any director or officer, or officers, individually or jointly, may be a part or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract act or transaction of this corporation or in which this corporation is interested, and no contract act or transaction of this corporation with any person or persons, firms, association, or corporation shall be affected or invalidated by reason of the fact that any director or directors or officer of this corporation, is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a director or officer of this

corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation, in which he may in any way be interested; directors, when so interested, shall be counted present at directors' meeting for the purpose of determining the existence of a quorum and may vote at such meetings as fully and with the same effect as if not so interested.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

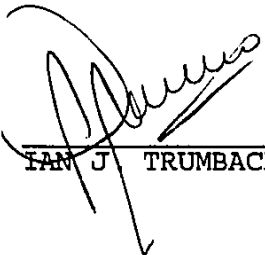
ARTICLE XV - MISCELLANEOUS

(a) The corporation shall have the further right and power from time to time to determine whether and to what extent and at what time and places and under what conditions and regulations the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders and no stockholder shall have the right of inspecting any account, books or documents of this corporation except as conferred by statutes, unless authorized by a resolution of the stockholders or the Board of Directors.

(b) Both stockholders and directors shall have the power, if the by-laws so provide, to hold their respective meetings, and to have one or more offices within the State of Florida or without, and to keep the books of the corporation (subject to the provisions of the statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.

(c) The corporation may in its by-laws confer powers upon its Directors in addition to the powers authorized and expressly conferred by statute.

I, the undersigned, being each and all of the original subscribers to capital stock hereinabove named for the purpose of forming a corporation for profit to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file this the Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and accordingly have hereunto set my hand and seal this 3rd day of ^{Sept.}~~August~~, 1997.




IAN J. TRUMBACH

STATE OF FLORIDA)
 SS.
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared IAN J. TRUMBACH, who, after being by me first duly

cautioned and sworn, upon his oath, deposes and says that he is the party to the foregoing Articles of Incorporation and acknowledges that said execution is a free and voluntary act and deed, and that the facts herein stated are truly set out.

The foregoing instrument was acknowledged before me this 3 day of ~~August~~ Sept, 1997, by IAN J. TRUMBACH who has [] produced _____ as identification or [] who is personally known to me.



Notary Public (Signature)

PAMELA P. ANDERSON

Printed Signature

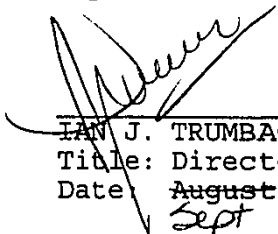
(SEAL)

NOTARY PUBLIC - STATE OF FLORIDA
PAMELA P. ANDERSON
COMMISSION # CC601837
EXPIRES 1-4-2001
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

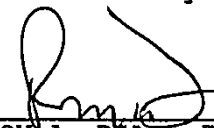
In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That BUYERS BUY FREE, INC., desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at 10022 W. McNab Road, Tamarac,
Florida 33351, and has named ROY A. DIAZ, ESQUIRE, located at
2101 Corporate Boulevard, Suite 300, Boca Raton, Florida 33431 as
its registered agent to accept service of process within Florida.



IAN J. TRUMBACH
Title: Director
Date: August 3rd, 1997
Sept

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.



ROY A. DIAZ, ESQUIRE
Date: August 3rd, 1997
Sept.

FILED
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DIVISION OF CORPORATIONS
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