

P98000074384



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 939508 82468A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 25 AM 9:57

ORDER DATE : August 25, 1998

ORDER TIME : 1:05 PM

ORDER NO. : 939508-005

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-08/26/98-01001-013

\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER NO: 82468A

CUSTOMER: William D. Anderson, Jr., Esq  
ANDERSON & GALANTE

516 Camden Avenue  
P.O. Box 288  
Stuart, FL 34995

DOMESTIC FILING

NAME: SHOPPERSGUIDE.NET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

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ARTICLES OF CORPORATION  
OF  
SHOPPERSGUIDE.NET, INC.

ARTICLE I - NAME

The name of this corporation is SHOPPERSGUIDE.NET, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of  
Sales and Marketing and any lawful activity.

ARTICLE III - CAPITAL STOCK

This organization is authorized to issue 5,000 shares  
of \$1.00 par value common stock.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of  
this corporation is 516 CAMDEN AVE., STUART, FL. 34994, and the  
name of the initial registered agent of this corporation at that  
address is: Joseph Murphy, III.

ARTICLE V

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 Bylaws, but shall never be  
less than one. The name and address of the initial directors of  
this corporation is: Joseph Murphy, III, 516 CAMDEN AVE., STUART,  
FL. 34994.

ARTICLE VI

INCORPORATORS

The name and address of the person signing these Articles is: Joseph Murphy, III, 516 CAMDEN AVE., STUART, FL. 34994.

ARTICLE VII

CUMULATIVE VOTING


At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his/her share, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE VIII

AMENDMENT

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.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 24, day of AUGUST, 1998.

  
Joseph Murphy, III

STATE OF FLORIDA )

COUNTY OF MARTIN)

I HEREBY CERTIFY, that on this day before me an officer duly qualified to take acknowledgments, personally appeared Joseph Murphy, III, to me who is personally known ✓ or has produced identification \_\_\_\_\_, Type of identification \_\_\_\_\_ to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid, this 24th day of AUGUST, 1998.

Marianne E. Foote

Notary Public

My Commission Expires 3-12-2002

Commission No. CC 724362



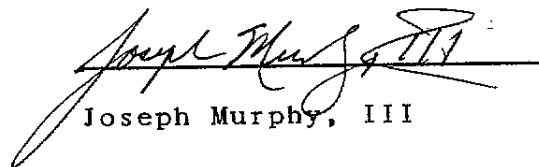
REGISTERED AGENT DESIGNATION

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

That SHOPPERSGUIDE.NET, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 516 CAMDEN AVE., STUART, FL. 34994, has named Joseph Murphy, III, as its agent to accept service of process within Florida.

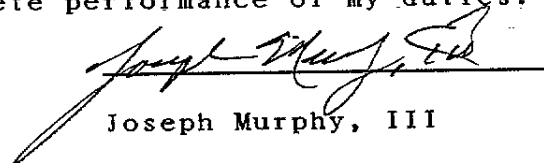
Dated this 27, day of AUGUST, 1998.

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Joseph Murphy, III

ACCEPTANCE OF DESIGNATION

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.

  
Joseph Murphy, III

STATE OF FLORIDA)  
COUNTY OF MARTIN)

I hereby certify that on this day before me, an officer duly authorized to take acknowledgements, personally appeared

Joseph Murphy, III,

to me well known to be the person(s) who executed the foregoing instrument, and acknowledged before me who has produced Florida Driver License No. \_\_\_\_\_, as identification, and who (did) did not take an oath.

Dated this 24th, day of AUGUST, 1998.

Marianne E. Foote

Notary Public

My Commission Expires: 3-12-2002

Commission No. CC 724362



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