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August 26, 1998

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Incorporation
International Shopping, Inc.
Our File #097.0160

To Whom It May Concern,

Enclosed please find a set of Articles of Incorporation along with a check in the amount of \$122.50 payable to Secretary of State to cover the recording costs. If you have any questions, please contact me at the number listed above.

Very truly yours,


Gordon R. Duncan

GRD/dms

Enc.

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98 SEP 11 PM 3:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INTERNATIONAL SHOPPING, INC.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

Name: The name of the corporation is: **INTERNATIONAL SHOPPING, INC.**

ARTICLE II

Duration: The duration of the corporation is perpetual.

ARTICLE III

Purpose: The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

Capital Stock: The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

Initial Principal Office and Registered Agent: The street address of the initial Principal Office of the corporation is 3524-3526 Palm Beach Boulevard, Fort Myers, Florida 33916. The name and address of the initial Registered Agent is Gordon R. Duncan, 1601 Jackson Street, Suite 101, Fort Myers, Florida 33901.

ARTICLE VI

Initial Board of Directors: The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the By Laws but shall never be less than two. The names and addresses of the initial Directors of the corporation are as follows:

Gerlinde Palatzky
2506 A Lakeview Drive
Lehigh Acres, FL 33972

Josef Palatzky
2506 A Lakeview Drive
Lehigh Acres, FL 33972

Waltraud Hutter
1815 Vignes Street
PO Box 1541
Lehigh Acres, FL 33936

Egon Volgger
1815 Vignes Street
PO Box 1541
Lehigh Acres, FL 33936

ARTICLE VII

Incorporators: The name and address of each Incorporator is as follows:

Josef Palatzky
2506 A Lakeview Drive
Lehigh Acres, FL 33972

ARTICLE VIII

Commencement of Corporate Existence: The date when corporate existence shall commence is the date of filing of these Article of Incorporation with the Department of State.

ARTICLE IX

Preemptive Rights: Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's pro rata portion of the following:

A. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X

Amendment: The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 3rd day of September, 1998



Josef Palatzky


STATE OF FLORIDA

COUNTY OF LEE

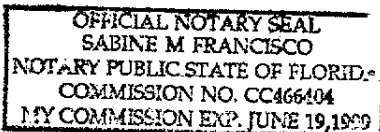
BEFORE ME personally appeared Josef Palatzky, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of September 1998.

My commission expires:


Notary Public SABINE M. FRANCISCO

(NOTARY'S SEAL)

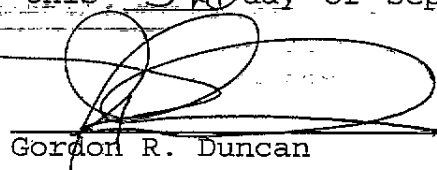


ACCEPTANCE OF REGISTERED AGENT

The undersigned, Gordon R. Duncan, hereby accepts appointment as Registered Agent for International Shopping, Inc., a Florida Corporation.

The undersigned is familiar with and accepts the obligations of the position of Registered Agent as set forth in Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, has signed this Acceptance of Registered Agent on this 3rd day of September, 1998.

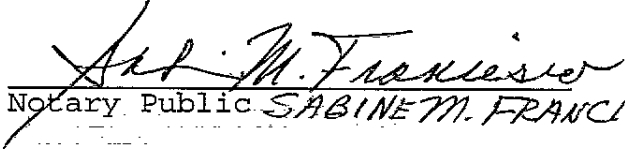

Gordon R. Duncan

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME personally appeared Gordon R. Duncan, to me well known and known to me to be the person described in and who executed the foregoing Acceptance of Registered Agent and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of September, 1998.

My commission expires: _____


Notary Public SABINE M. FRANCISCO

(NOTARY'S SEAL)

OFFICIAL NOTARY SEAL
SABINE M. FRANCISCO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC466404
MY COMMISSION EXP. JUNE 19, 1999