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SECRETARY OF STATE
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FLORIDA PROFIT CORPORATION OR P.A.

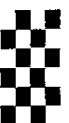
SUPERSAVER, INC.
SAVEMORE INC.

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ARTICLES OF INCORPORATION

OF

SAVEMORE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: SAVEMORE, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 800 West Oakland Park Boulevard, Fort Lauderdale, Florida 33311.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

James M. Schneider, Esq., FL Bar No. 214338
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No. (954) 763-1200

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**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$.01 per share.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Ellis S. Simring
800 West Oakland Park Boulevard
Fort Lauderdale, FL 33311

**ARTICLE VII
BOARD OF DIRECTORS**

This Corporation shall have one (1) Director initially.

**ARTICLE VIII
INITIAL DIRECTOR**

The name and address of the initial Director of this Corporation are:

Ellis S. Simring
800 West Oakland Park Boulevard
Fort Lauderdale, FL 33311

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The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Ellis Simring, 800 West Oakland Park Boulevard, Fort Lauderdale, FL 33311.

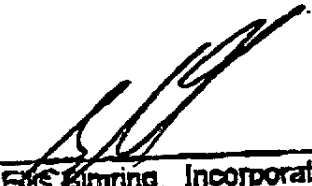
**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 28th day of October, 1998.



Ellis Simring, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

SAVEMORE, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 800 West Oakland Park Boulevard, Fort Lauderdale, FL 33311 has named Ellis S. Simring, whose address is 800 West Oakland Park Boulevard, Fort Lauderdale, FL 33311 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.



Ellis S. Simring

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