

Rick Antunes

400 East Semoran Blvd, Suite 202 • Casselberry • Florida 32707

Tel: (407) 831-3562 • Fax: (407) 831-7078

P99000001026

December 31, 1998

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

EFFECTIVE DATE
12-31-98

400002729184-4
-01/04/99--01084--020
*****87.50 *****87.50

Dear Sir or Madam:

RE: GRAB A BARGAIN.COM, INC.

Happy New Year! Please find enclosed the Articles of Incorporation for the abovementioned corporation. Also enclosed is my money order for \$87.50 to cover the incorporation fee and certified copies (1 certificate and a certified copy of the Articles of Incorporation).

I am also enclosing a U.P.S. overnight return package which I am requesting that you return the documents after registration to me.

I require this corporation to have an effective date of December 31, 1998. If you should have questions, please feel free to contact me at the above telephone number. Thank you for all of your kind cooperation.

Yours Truly,


Rick Antunes

FILED
99 JAN -4 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JAN 6 1999

ARTICLES OF INCORPORATION

OF

GRAB A BARGAIN . COM, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

EFFECTIVE DATE
12-31-98

The name of the corporation shall be: *Grab A Bargain.com, Inc.*

FILED
99 JAN -4 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be:
460 East Semoran Blvd, Suite #200, Casselberry, Florida 32707, and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation is organized for the purpose of Internet online sales of flowers, and a variety of gift items, toys, books, music and may also engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$10 par value per share.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be:
460 East Semoran Blvd, Suite #200, Casselberry, Florida 32707.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually. The effective date of this corporation is *December 31, 1998*.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Americo Antunes *460 East Semoran Blvd, Suite #200*
Casselberry, Florida 32707

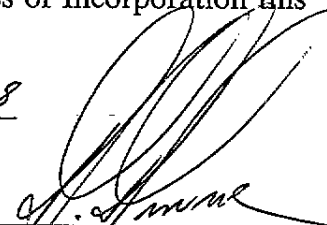
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Americo Antunes
460 Semoran Blvd, Suite #200
Casselberry, Florida 32707

The undersigned has (have) executed these Articles of Incorporation this

31ST day of December, 19 98



Signature/Title

Signature/Title

Signature/Title

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: *Grab A Bargain.com, Inc.*
2. The name and address of the registered agent and office is:

Americo Antunes

*460 East Semoran Blvd, Suite #200
Casselberry, Florida 32707*

SIGNATURE

TITLE

DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

FILED
1999 JAN -4 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA