**P99000002514**

JANUARY 5, 199

Secretary of State
Corporation Division
State of Florida
PO Box 6327
Tallahassee, FL 32314

RE: KELLY'S WHAT A DEAL, INC.

Gentlemen:

Enclosed herewith are the Articles of Incorporation together with
a copy of said articles for KELLY'S WHAT A DEAL, INC.
and our check in the amount of $122.50      as follows:

| | |
|---|---|
| Filing Fee | $35.00 |
| Certified Copy | 52.50 |
| Registered Agent | |
| Designation | 35.00 |
| | ------- |
| | $122.50 |

Respectively submitted,

*Mary G. Doral*

ACCOUNTANT FOR

KELLY'S WHAT A DEAL, INC.

100002734211---1
-01/08/99--01020--014
****122.50  *****78.75

**EFFECTIVE DATE**
1-5-99

FILED
99 JAN -8 AM 8:39
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KELLY'S WHAT A DEAL, INC.

I, the undersigned Incorporator and Subscriber, Being a natural person competent to contract, hereby organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of said State of Florida.

### ARTICLE I

The name of this corporation shall be:

KELLY'S WHAT A DEAL, INC.

### ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is SEVENTY-FIVE HUNDRED (7500) shares of common stock, having a par value of ONE ( 1.00) Dollar per share.

### ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE HUNDRED DOLLARS (100.00).

### ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

## ARTICLE VI

The intial street address of the principal office of the corporation shall be:

C/O COMPUKEEPER 1446 NW 2ND AVE. #105

BOCA RATON, FL 33432

## ARTICLE VII

The number of Directors of this corporation shall be at least ONE    ( 1 )   and no more than FIVE     ( 5    ).

## ARTICLE VIII

The names and street addresses of the member of the first Board of Directors of this Corporation are as follows:

KELLY EZELL 1561 S. CONGRESS NO 202 DELRAY BEACH, FL 33445

## ARTICLE IX

The name   and street address  of the person signing these Articles of Incorporation as subscriber is as follows:

KELLY EZELL 1561 S. CONGRESS NO 202 DELRAY BEACH, FL 33445

## ARTICLE X

The corporate existance of this corporation shall begin on JANUARY 5, 1999.

IN WITNESS WHEREOF, the undersigned, KELLY EZELL,

being a natural person, competent to contract, has hereunto set
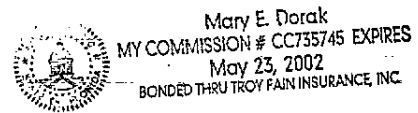
my hand and seal this      5TH   day of JANUARY  1999.

_Kelly Ezell_      (seal)

STATE OF FLORIDA        )ss
COUNTY OF  PALM BEACH   )

BEFORE ME, the undersigned Notary Public of the State of

Florida personally appeared KELLY EZELL            to me well

known and known to me to be the  individual described in  and

who executed the foregoing Articles of Incorporation, and they

acknowledged before me that they executed the same freely and

voluntarily for the purpose therin expressed.

Witness my hand and official seal this 5TH    day of

JANUARY 1999.

_Mary G. Dorak_
Notary Public, State of Florida
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

FOR THE SERVICE OF PROCESS WITHIN THIS STATE,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First:  That KELLY'S WHAT A DEAL, INC.  desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of BOCA RATON, COUNTY OF PALM BEACH, STATE OF FLORIDA, has named KELLY EZELL, located at, c/o COMPUKEEPER 1446 NW 2ND AVE # 105, BOCA RATON, FL 33432 as its agent to accept services of process within this State.

### ACKNOWLEDGEMENT

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative  to keeping open said office.

BY: _Kelly Ezell_____
    Resident agent