

P99000050813

BRUCE A. HOCHSTETLER

ATTORNEY AT LAW
318 SILVER BEACH AVENUE, SECOND FLOOR
DAYTONA BEACH, FLORIDA 32118-4837

May 24, 1999

BARS ADMITTED:
OHIO
FLORIDA

GENERAL PRACTICE OF LAW
(904) 252-2640
FAX: (904) 253-7802

Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, Florida 32301

200002891292--9
-06/01/99--01128--001
****122.50 ****78.75

Re: KUPONI PROPERTIES, INC.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$35.00
Certified copy	\$52.50
Registered Agent fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Thank you for your cooperation in this matter.

Sincerely yours,


BRUCE A. HOCHSTETLER

BAH:ad
Enclosure

FILED
99 JUN -1 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN - 7 1999

**ARTICLES OF INCORPORATION
OF**

KUPONI PROPERTIES, INC.

FILED
99 JUN -1 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be:

KUPONI PROPERTIES, INC.

The principal place of business of this corporation shall be:

*152 Double Eagle Drive
Daytona Beach, FL 32119*

ARTICLE II: NATURE OF BUSINESS

This corporation may engage or transact in any of 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 III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock, having a One Cent (.01) par value.

ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 152 Double Eagle Drive, Daytona Beach, FL 32119, and the name of the initial registered agent of the corporation at that address is Bhagwan Asnani.

ARTICLE V: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VI: PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price for which it is offered to others.

ARTICLE VII: SPECIAL PROVISION

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII: DIRECTORS

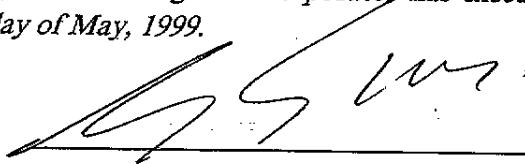
This corporation shall have one director initially. The name and address of the initial member of the Board of Directors is: Bhagwan Asnani, 152 Double Eagle Drive, Daytona Beach, FL 32119.

ARTICLE IX: INCORPORATION

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

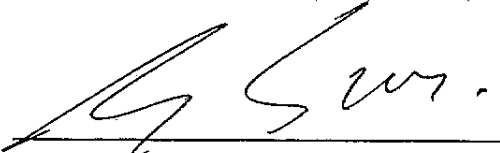
Bhagwan Asnani, 152 Double Eagle Drive, Daytona Beach, FL 32119

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 27 day of May, 1999.



Having been named as registered agent for the above stated corporation, 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 and I accept the duties obligations of Florida Statutes §607.0505.

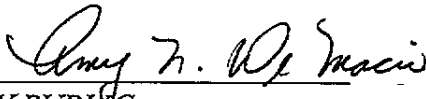

Bhagwan Asnani, Registered Agent

FILED
99 JUN -1 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Bhagwan Asnani, well known to me as the persons described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument in the capacity and for the purposes therein expressed.

WITNESS my hand and official seal this 27 day of May, 1999 in the County and State first above written.


NOTARY PUBLIC