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LAW OFFICES
CURTIS S. FALLGATTER, P.A.
OLD TITLE & TRUST COMPANY BUILDING
200 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202
E-MAIL: CSF@LEADING.NET

FILED
99 JUN 18 AM 11:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE
904-353-5800

FACSIMILE
904-353-5801

June 16, 1999

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100002908841--5
-06/18/99--01066--006
***70.00 ***70.00

Re: Articles of Incorporation for Online Grocery Coupons, Inc.

Dear Sir or Madam:

Enclosed please find one original and one copy of Articles of Incorporation for Online Grocery Coupons, Inc. for filing with the Secretary of State. Also enclosed is a check in the amount of \$70.00 for the filing fee. Upon filing of the articles, please return a file stamped copy to the following address:

James Arthur Reginaldi, President
Online Grocery Coupons, Inc.
7854 Timberlin Park Blvd.
Jacksonville, Florida 32256

Thank you for your assistance in this matter. If you should need anything further, please do not hesitate to contact me.

Sincerely,


Rachel Schwerdtfeger

Encls.
49407

ARTICLES OF INCORPORATION
OF

ONLINE GROCERY COUPONS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is Online Grocery Coupons, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 7854 Timberlin Park Boulevard, Jacksonville, Florida 32256.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Dollar (\$1.00) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 7854 Timberlin Park Boulevard, Jacksonville, Florida 32256, and the name of its initial registered agent at such address is James Arthur Reginaldi.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be four (4), and the names and addresses of the people who are to serve as the Directors is:

James Arthur Reginaldi	7854 Timberlin Park Blvd. Jacksonville, Florida 32256
Ronald Lee Summers	3409 Compass Rose Dr. E. Jacksonville, Florida 32216
Lynn Watson Nicely, Jr.	584 Meteor St. Jacksonville, Florida 32205
Mike Robert Craig	8685 Southern Glen Dr. Jacksonville, Florida 32256

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is James Arthur Reginaldi, 7854 Timberlin Park Blvd., Jacksonville, Florida 32256.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of June, 1999.

James Arthur Reginaldi
James Arthur Reginaldi, Incorporator

STATE OF FLORIDA _____)

COUNTY OF DUVAL _____)

The foregoing instrument was acknowledged before me this 16th day of June, 1999, by James Arthur Reginaldi. He is personally known to me.

Rachel D. Schwerdtfeger
Notary Public for the State of
Florida at Large

My Commission Expires

Commission Number:




RACHEL D. SCHWERTFEGER
COMMISSION # CC 672703
EXPIRES AUG 17, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**


In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

That Online Grocery Coupons, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named James Arthur Reginaldi, located at 7854 Timberlin Park Blvd., Jacksonville, Florida, as its agent to accept service of process within Florida.


James Arthur Reginaldi, Incorporator
Date: JUNE 16TH, 1999

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, James Arthur Reginaldi hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.


James Arthur Reginaldi
Date: JUNE 16TH, 1999

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TALLAHASSEE, FLORIDA