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June 15, 1999

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

Re: **SHOPPING-IN-GERMANY, INC.**
Our File No. 3474.001

100002908921--5
-06/18/99--01072--014
*****122.50 *****78.75

Dear Sirs:

Enclosed herewith please find an original and one copy of the Articles of Incorporation and Acceptance by the Registered Agent relative to the above cited company together with our check in the amount of \$122.50 corresponding to what we understand to be the filing fee and the return of a certified copy. Please arrange for such filing as soon as possible, thereafter returning the enclosed copy to us evidencing the date of incorporation.

Should you have any questions relative to the foregoing, please let us know.

Sincerely yours,


Thomas Baur

TB/hb

encl.

FILED
99 JUN 18 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHOPPING-IN-GERMANY, INC.

FILED
99 JUN 18 PM 12:25
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:

SHOPPING-IN-GERMANY, INC.

The principal place of business of this corporation initially shall be 100 N. Biscayne Blvd., 21st Floor New World Tower, Miami, FL 33132.

ARTICLE II.

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business for which corporations may be incorporated under the Florida Business Corporation Act and that are 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 aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

ADDRESS

The street address of the initial registered office of the corporation is 100 N. Biscayne Blvd., 21st Floor, New World Tower, Miami, FL 33132.

The name of the initial registered agent of the corporation at that address is Thomas Baur, Esq.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

DIRECTORS

This corporation shall have one director, initially. The name and street address of the initial member of the Board of Directors is:

Volker Beckert

Plinganserstrasse 24
81369 Munich
Germany

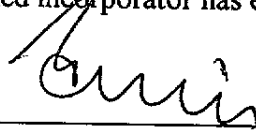
ARTICLE VII.

INCORPORATOR

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

Thomas Baur, Esq.
100 N. Biscayne Blvd.
21st Floor New World Tower
Miami, FL 33132

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Thomas Baur, Esq.
Incorporator

FILED
99 JUN 18 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHOPPING IN GERMANY, INC.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Thomas Baur, Esq., having been named as registered agent and to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

DATED this 14th day of June, 1999.



Thomas Baur, Esq.