

FROM: HOLLAND & KNIGHT

FAX NO.: 407 244 5288

07-30-99 11:00A P.01

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Shoprax.com, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
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ARTICLES OF INCORPORATION
OF
SHOPRAX.COM, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Shoprax.com, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 1355 South Summerlin Avenue, Orlando, Florida 32806, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

This Instrument Prepared By:
Leighton D. Yates, Jr., Esq. - FL Bar No. 177019
Post Office Box 1526
Orlando, FL 32802-1526
Telephone: (407) 425-8500

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ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1355 South Summerlin Avenue, Orlando, Florida 32806. The initial registered agent of the Corporation at the registered office shall be Stephen M. Caruso, Jr.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Stephen M. Caruso, Jr.	1355 South Summerlin Avenue Orlando, Florida 32806
Jay T. Smith	4315 Biltmore Road Orlando, Florida 32804

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ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation are:

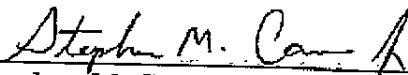
Name

Address

Stephen M. Caruso, Jr.

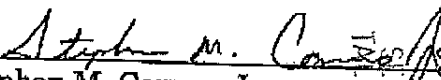
1355 South Summerlin Avenue
Orlando, Florida 32806

Executed this 30th day of July, 1999.


Stephen M. Caruso, Jr., Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.


Stephen M. Caruso, Jr.,
Registered Agent

Date: July 30, 1999

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