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NEW FILINGS	AMENDMENTS		
Profit	Amendment		
NonProfit	Resignation of R.A., Officer/D	irector	
Limited Liability	Change of Registered Agent		
Domestication	Dissolution/Withdrawal		=======================================
Other	Merger		85 CI
Annual Report Fictitious Name Name Reservation	REGISTRATION/ QUALIFICATION Foreign Limited Partnership Reinstatement Trademark		FILED NUC 26 PM 2: 19 RETARY OF STATE AHASSEE, FLORIDA
	Other	1	

CR2E031(1/95)

Examiner's Initials

ARTICLES OF INCORPORATION

OF

THE BUY-RITE COUPON BOOK, INC.

99 AUG 26 PM 2: 19
SECRETARY OF STATE
TALLAHASSEF FI OBLE

The undersigned incorporator desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE NAME

The name of the corporation shall be THE BUY-RITE COUPON BOOK, INC.

ARTICLE TWO REGISTERED OFFICE AND AGENT

The location and mailing address of the Corporation's initial registered office in Florida is:

1637 E WEBERWOOD COURT HERNANDO, FLORIDA 34442

The initial registered agent at the registered office is:

DEBBIE FRIEDHOF.

The corporation's principal office and mailing address is:

1637 E WEBERWOOD COURT HERNANDO, FLORIDA 34442

ARTICLE THREE PURPOSE

The purpose for which the Corporation is organized shall be to engage in any activity or business permitted under the laws of the United States, of this State, and of any other lawful jurisdiction.

ARTICLE FOUR DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FIVE INCORPORATOR

The name and post office address of the incorporator is:

Name

Address - ___

DEBBIE FRIEDHOF

1637 E WEBERWOOD COURT HERNANDO, FLORIDA 34442

ARTICLE SIX DIRECTORS

The Board of Directors shall consist of 3 members initially. The number of directors may be increased from time to time by by-laws adopted by the stockholders, but shall never be fewer than one (1). The name and address of the Board of Directors are:

Name	Address	
DEBBIE FRIEDHOF President	1637 E WEBERWOOD COURT HERNANDO, FLORIDA 34442	-
JOHN FRIEDHOF Vice President	1637 E WEBERWOOD COURT HERNANDO, FLORIDA 34442	
TELLI CLARK Secretary/Treasurer	1637 E WEBERWOOD COURT HERANADO, FLORIDA 34442	

ARTICLE SEVEN CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding is 100, all of which shall be common shares, with par value of \$1.00 per share.

ARTICLE EIGHT STATED CAPITAL

The amount of capital with which the Corporation shall begin business is \$50.00.

ARTICLE NINE AMENDMENT OF ARTICLES

The Corporation reserves the right to amend these Articles of Incorporation at any time in a manner now or subsequently permitted by statute. Any change authorized by the holders of shares entitling them to exercise a majority of the voting power of the Corporation, or any greater number that may then be required by statute, shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change. No shareholder, notwithstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 23 day of August, 1999.

DEBBIE FRIEDHOF

STATE OF FLORIDA COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 23 day of August, 1999 by DEBBIE FRIEDHOF, who is personally known to me or who has produced August as identification and who did take an oath.

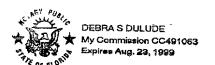
Print: Deber S Dulide

Signature: Delvo S. Dulevoli

Notary Public

State of Florida At Large Commission Expires: 2/23/9

[Seal]



CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.

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

That THE BUY-RITE COUPON BOOK, INC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Hernando, County of Citrus and State of Florida has named DEBBIE FRIEDHOF as its agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

DEBBIE FRIEDHOF REGISTERED AGENT

> 23-49 DATE

99 AUG 26 PM 2: 19
SECRETARY OF STATE
AFLAHASSEE, FLORIDA