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♦ Also Admitted New York

99000093924
October 20, 1999

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

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-10/22/99--01054--012
*****70.00 *****70.00

Re: **Articles of Incorporation of Shopeasy, Inc.**

Dear Division of Corporations:

Enclosed please find check no. 003542 in the amount of \$70.00 payable to the Florida Department of State and an original completed Articles of Incorporation of Shopeasy, Inc. Please mail the Charter number to the above-captioned address.

Thank you for your assistance.

Sincerely,


Steven J. Jacobson

SJJ:srs
enclosures

FILED
99 OCT 22 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SHOPEASY, INC.

FILED
99 OCT 22 AM 7:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be:

SHOPEASY, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5701 N. Pine Island Road, Suite 240
Ft. Lauderdale, Florida 33321

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is organized to issue 10,000 shares of .01¢ par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

Tim Arnel
5701 N. Pine Island Road
Suite 240
Ft. Lauderdale, Florida 33321

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall initially have two (2) Directors to hold office until the first annual meeting of the stockholders, and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of each initial Director is:

Tim Arnel	Kelly Wade
5701 N. Pine Island Road	5701 N. Pine Island Road
Suite 240	Suite 240
Ft. Lauderdale, Florida 33321	Ft. Lauderdale, Florida 33321

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is:

Tim Arnel
5701 N. Pine Island Road
Suite 240
Ft. Lauderdale, Florida 33321

ARTICLE VIII - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

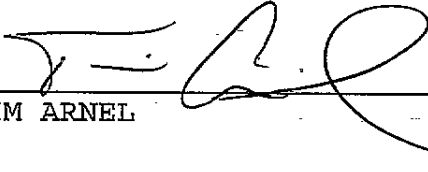
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of October, 1999.



TIM ARNEL

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

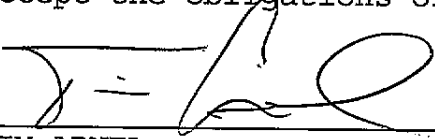
1. The name of the corporation is:

SHOPEASY, INC.

2. The name and address of the registered agent and office is:

Tim Arnel
5701 N. Pine Island Road, Suite 240
Ft. Lauderdale, Florida 33321

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the 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.



TIM ARNEL

10/15/99
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA