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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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November 20, 1999

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

Gentlemen:

Please find enclosed in duplicate the Articles of Incorporation for GREAT BUYS, USA, INC. In addition please find enclosed a check for \$ 122.50, payable to the Secretary of State, to cover the appropriate filing fees.

Please return the certified copy to the corporation's registered office.

Please feel free to contact the undersigned at (727) 441-8911 should you need any additional information with regards to this matter

Sincerely yours;



Richard Booher

Enclosures: As stated

D. BROWN DEC - 1 1999

ARTICLES OF INCORPORATION
OF
GREAT BUYS USA, INC.

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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is GREAT BUYS USA, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00).

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2187 Logan Street, Clearwater, Florida 33765 and the name of the initial registered agent at such address is Richard Booher.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the corporation is 2187 Logan Street, Clearwater, Florida 33765.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

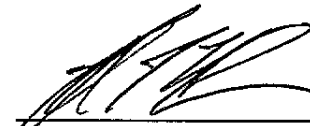
Name	Address
Richard Booher	2187 Logan Street Clearwater, FL 33765

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Richard Booher	2187 Logan Street Clearwater, FL 33765

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of November, 1999



Richard Booher, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Richard Booher of GREAT BUYS USA, INC., known to me to be the person who executed the foregoing Articles of Incorporation, and he

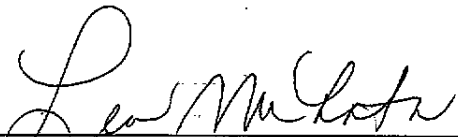
Who produced FL driver's license #600-745-60-021-D

acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 22nd day of November, 1999.



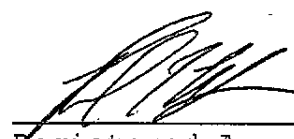
Lea Miharov
My Commission CC656271
Expires June 23, 2001


Notary Public LEA MIHAROV
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GREAT BUYS USA, INC., at the place designated in the Articles of Incorporation, RICHARD BOOHER agrees to act in this capacity, and agrees to comply with provisions of Section 48.091 relative to keeping open said office.

DATED this 22 Day of November, 1999.


Registered Agent

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