

W. Richard Thoreen

Attorney & Counselor at Law

Board Certified Civil Trial Lawyer  
Florida Bar Association  
Michigan Bar Association

EFFECTIVE DATE  
1-1-2000

116 E. Altamonte Drive, Suite 210  
Altamonte Springs, FL 32701  
Telephone (407) 339-1812  
Fax (407) 331-3187

December 16, 1999

P99000110371

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

800003075208--5  
-12/20/99--01087--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Corporate Filing

Dear Staff:

Please find enclosed the following for the new corporation to be known as America's Best Coupons, Inc.

1. Articles of Incorporation (original and one copy).
2. Designation and Acceptance of Registered Agent (original).
3. Check for \$70.00 - Filing Articles \$35.00; Designation of and Acceptance by Registered Agent \$35.00.
4. Return envelope for stamped copy of Articles.

Please note that the effective date of the Corporation is to be 1/01/00. Thank you for your assistance in this matter.

Very truly yours,

W. Richard Thoreen

W. Richard Thoreen

FILED  
99 DEC 20 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WRT/ct

Enclosures

WRT  
12-23-99

**ARTICLES OF INCORPORATION  
OF  
AMERICA'S BEST COUPONS, INC.**

**EFFECTIVE DATE**

**1-1-2000**

The undersigned, **JOHN F. FORET**, acting as Incorporator of a Corporation to be formed under the Florida Business Corporation Act, Chapter 607, Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**CORPORATE NAME AND ADDRESS**

This Corporation will be known as and shall do business under the name of and at the following address:

**America's Best Coupons, Inc.  
P.O. Box 952751  
Lake Mary, Florida 32795-2751**

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**99 DEC 20 AM 9:21**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE II**

**DURATION AND COMMENCEMENT OF EXISTENCE**

The duration of this Corporation is perpetual. The time of commencement of its existence is to be January 1, 2000.

**ARTICLE III**

**PURPOSE, POWERS AND NATURE OF BUSINESS**

The purpose of this Corporation is to engage in any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or permitted under the laws of the United States. The Corporation shall have all of the

general powers listed in Section 607.0302, Florida Statutes, all of the emergency powers listed in Section 607.0303, Florida Statutes, and all other powers which are necessary, convenient or incidental to the express power or to conduct any and all business permitted under law.

#### **ARTICLE IV**

##### **AUTHORIZED SHARES OF STOCK**

The Corporation is authorized to issue one thousand (1,000) shares of stock, all of one (1) class, having a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V**

##### **BOARD OF DIRECTORS**

The initial Board of Directors shall consist of three (3) members. Directors shall be elected in accordance with the Bylaws.

#### **ARTICLE VI**

##### **INITIAL DIRECTORS AND INCORPORATORS**

The name and address of the Incorporators and initial Directors of this Corporation are as follows:

**John F. Foret**  
**601 N. Orlando Ave.**  
**Suite 103**  
**Maitland, FL 32751**

**Warren E. Jenkins, Jr.**  
**601 N. Orlando Ave.**  
**Suite 103**  
**Maitland, FL 32751**

**Brynley E. Issac**  
**601 N. Orlando Ave.**  
**Suite 103**  
**Maitland, FL 32751**

## **ARTICLE VII**

### **INFORMAL ACTION OF THE BOARD OF DIRECTORS**

If all of the Directors of this Corporation, individually or collectively, consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the Board of Directors.

## **ARTICLE VIII**

### **INITIAL REGISTERED AGENT**

The name and address of the initial Registered Agent for the service of process on this Corporation is as follows:

**John F. Foret  
601 N. Orlando Ave., #103  
Maitland, Florida 32751**

## **ARTICLE IX**

### **INFORMAL ACTION OF SHAREHOLDERS**


If all of the shareholders of this Corporation, individually or collectively, consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, then the action shall be as valid and effective as if it had been authorized at a regular or special meeting of the shareholders.

**ARTICLE X**

**AMENDMENT OF ARTICLES**

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

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, I, the undersigned Incorporator, have examined and executed these Articles of Incorporation on this 13th of December, 1999.

  
\_\_\_\_\_  
**John F. Foret**

**STATE OF FLORIDA  
COUNTY OF SEMINOLE**

BEFORE ME, the undersigned authority, personally appeared **John F. Foret**, personally known to me to be the person who executed the foregoing Articles of Incorporation and who acknowledged to and before me that he executed said instrument for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

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

Pursuant to the provisions of Sections 607.0501 and 48.091, Florida Statutes, the following Corporation, organized under the laws of the State of Florida, submits the following statement designating the Registered Office/Registered Agent in the State of Florida:

1. The name and address of the Corporation is:

**America's Best Coupons, Inc.**  
**P.O. Box 952751**  
**Lake Mary, Florida 32795-2751**


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

**John F. Foret**  
**601 N. Orlando Ave., #103**  
**Maitland, Florida 32751**

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**99 DEC 20 AM 9:21**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

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.

Dated: 12-13-99

  
\_\_\_\_\_  
John F. Foret