

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

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SECRETARY OF STATE
DIVISION OF CORPORATIONS**FLORIDA PROFIT CORPORATION OR P.A.****TOTAL SHOPPING NETWORK, INC.**

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B. McKnight

DEC 29 1999

H99-33260

ARTICLES OF INCORPORATION

Article 1: Name of Corporation: TOTAL SHOPPING NETWORK, INC.

Address of Corporation: 915 MIDDLE RIVER DRIVE SUITE 600

FORT LAUDERDALE, FLORIDA 33304

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 2,000,000 . with a par value of .01

The number of shares which the corporation has unauthorized at one time is 6,000,000, with a par value of \$0.01

Article 3: REGISTERED AGENT: WAYNE WIGGINS

REGISTERED OFFICE: 915 MIDDLE RIVER DRIVE SUITE 600

FORT LAUDERDALE, FLORIDA 33304

* I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.

12 / 28 / 99
Date



Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).
First listed is President, second is Vice President, then Secretary/Treasurer.

1. WAYNE WIGGINS, 3133 BAYBERRY WAY, MARGATE, FLORIDA 33063
2. MICHAEL S. JEBROCK, 2871 SOUTHWEST 79TH AVENUE, SUITE A306, DAVIE, FLORIDA 33324
- 3.

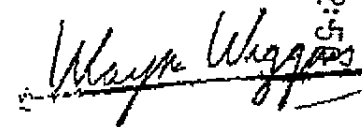
Article 5: The NAME and ADDRESS of the INCORPORATOR is:

WAYNE WIGGINS

3133 BAYBERRY WAY

MARGATE, FLORIDA 33063

In witness whereof, I have subscribed my name:



Signature of Incorporator

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