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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
WILLIAM A. DAVIS, JR.
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

December 22, 1999

EFFECTIVE DATE

12-22-99

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*****78.75 *****78.75

Secretary of State
Division of Corporations
409 e. Gaines Street
Tallahassee, FL 32399

RE: shopamericaonthenet.com, inc.

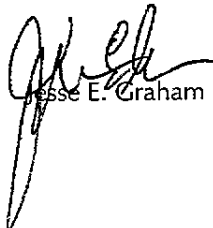
Dear Sir or Madam:

Please find enclosed the following for filing:

1. Articles of Incorporation for shopamericaonthenet.com, inc.;
2. Our firm check in the amount of A\$87.50 for the filing fee.

Please file the Articles of Incorporation and return a certified copy to me at your earliest opportunity.

Very truly yours,


Jesse E. Graham

JEGSr./vlh
Enclosures

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ARTICLES OF INCORPORATION
OF
SHOPAMERICAONTHE.NET.COM, INC.

FILED
99 DEC 23 AM 9: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

ARTICLE I

EFFECTIVE DATE

The name of the corporation shall be: SHOPAMERICAONTHE.NET.COM, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation and its powers shall be:

1. To engage in any lawful business as provided for under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock which may be issued by this corporation is ONE MILLION shares of common stock, par value \$.10 per share.

ARTICLE IV

The holders of common shares shall be entitled to purchase ratably according to their respective holdings any common shares (voting or nonvoting) of the corporation issued or sold for cash, and any purchase warrants or other option rights which may be issued giving the right to purchase such common shares for cash, but in either such case only at such prices and during such period or periods and upon

such terms as may be determined from time to time by the Board of Directors.

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The street address of the principal office of this corporation shall be: 661 Cricklewood Terrace, Heathrow, Florida 32746.

ARTICLE VII

The business of the corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected or appointed by the stockholders, but it shall not be necessary that such Directors be stockholders of the corporation.

ARTICLE VIII

The name and street address of the first Board of Directors of this corporation who shall hold office until his successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Jesse E. Graham, Sr.	369 N. New York Avenue Third Floor Winter Park, Florida 32789

ARTICLE IX

The officers of the corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the

stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the corporation shall be prescribed by the By-Laws.

ARTICLE X

The amount of the capital with which this corporation shall begin business is a minimum of Fifty Dollars (\$50.00).

ARTICLE XI

In furtherance and not in limitation of the powers conferred by statute, the corporation shall have and may exercise the following powers:

1. The corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

3. The number of Directors of this corporation shall be fixed from time to

time by the By-Laws, subject to any limitation imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors, caused by an increase in the number of Directors, or by death, resignation, or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders, and until his successor shall have been elected and shall have qualified.

4. The corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer to be a stockholder of the corporation.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.

7. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation, except that any amendment to Article III shall require a majority approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a

shareholder of record entitled to vote.

ARTICLE XII

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the corporation or Director of the corporation, whether or not wholly owned or by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters or matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or officer may be entitled as a matter of law.

ARTICLE XIII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any director or officer or officers, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or officer or officers of this

corporation is a party or parties to, or are interested in such contract, act or association or corporation, and each and every person who may become a Director or officer of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE XIV

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent shall be Jesse E. Graham and the registered office address the above named registered agent shall occupy is located at 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.

ARTICLE XV

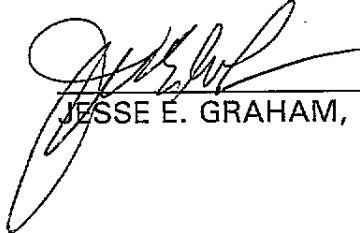
The date of corporate existence shall be the date of acknowledgment of these Articles provided the same is filed with the Department of State within five (5) days of the date of acknowledgment, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date of such filing.

ARTICLE XVI

The name and street address of the incorporator of these Articles of Incorporation is Jesse E. Graham, Esq., 369 N. New York Avenue, Third Floor, Winter Park, Florida 32789.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida,

this 22 day of December, 1999.

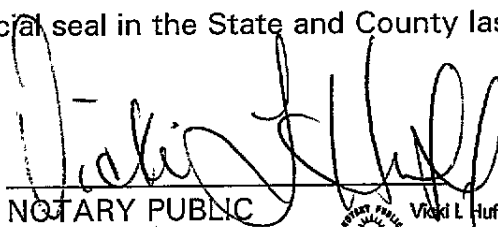


JESSE E. GRAHAM, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared Jesse E. Graham, to me well known and known to me to be the person described as the incorporator in and who executed the above and foregoing Articles of Incorporation and who being by me first duly sworn, acknowledged that he made and subscribed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed and that the facts therein stated are truly set forth.

WITNESS my signature and official seal in the State and County last aforesaid this 22 day of December, 1999.



NOTARY PUBLIC

 Vicki L. Huff
★ My Commission CC792249
Expires November 22, 2002
★ My Commission CC792249
Expires November 22, 2002
Vicki L. Huff

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

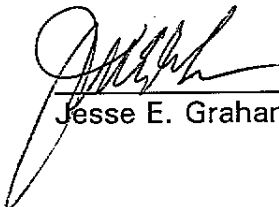
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST, that SHOPAMERICAONTHE.NET.COM, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 661 Cricklewood Terrace, Heathrow, Florida 32746, has named Jesse E. Graham, located at 369 North New York Avenue, Third Floor, City of Winter Park, County of Orange, State of Florida as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED: December 22, 1999



Jesse E. Graham