

Charter Number Only

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VALIDATION ONLY

Requestor's Name

Address

City State ZIP Phone

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

CORPORATION(S) NAME

Over stock.com INC



Empire Toll Free: 1-800-432-3028

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Over-Stock, com

(name of corporation)

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TALLAHASSEE FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Over-Stock, com INC

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ^{Five Hundred} 500 shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	CHRIS GLARDON		
ADDRESS	1904 S. OCEAN DR #1604		
CITY	HALLANDALE	FLORIDA	FL ZIP 33009

The principal office, if known, or the mailing address of the corporation is:

NAME	OVER-STOCK, COM INC.		
ADDRESS	P.O. BOX 1798		
CITY	FONT LAUDERDALE	FLORIDA	FL ZIP

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

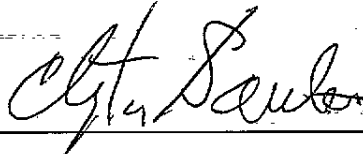
NAME	Chris Glardon		
ADDRESS	1904 South Ocean Dr. #1604		
CITY	Hallandale	STATE	Florida ZIP 33009
NAME	CLAYTON SATTLER		
ADDRESS	9861 S.W. 4th St		
CITY	PLANTATION FL.	STATE	FLORIDA ZIP 33324
NAME			
ADDRESS			
CITY		STATE	

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Chris Glardon		
ADDRESS	1904 South Ocean Dr. #1604		
CITY	Hallandale	STATE	Florida ZIP 33009
NAME	CLAYTON SATTLER		
ADDRESS	9861 S.W. 4th St		
CITY	PLANTATION	STATE	FL. ZIP 33324
NAME			
ADDRESS			
CITY		STATE	

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 22 day of July, 1999.


 _____ (Seal)
 _____ (Seal)
 _____ (Seal)

CERTIFICATE AND KNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Over-Stock.com INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1904 S. OCEAN DR. #1604

HALLANDALE FL 33009

has named CHRIS SLANDON

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(registered agent)