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ACCOUNT NO. : 072100000032

REFERENCE : 119506 4800255

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 70.00

ORDER DATE : January 28, 2002

ORDER TIME : 12:06 PM

ORDER NO. : 119506-005

CUSTOMER NO: 4800255

CUSTOMER: Ms. Sandra Buzaglo  
Chadbourn & Parke LLP  
30 Rockefeller Plaza

900004833999--9

New York, NY 10112

FOREIGN FILINGS

NAME: PROMOBID.COM, INC.

\*\*\*FILE FIRST\*\*\*

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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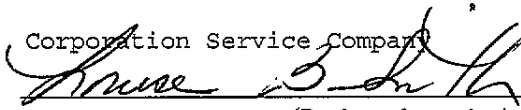
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. PromoBid.com, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. 94-3365775  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. June 14, 2000 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.))
7. 350 California Street, Mezzanine Level, San Francisco, CA 94104  
(Principal office address)  
Att: Luis Segovia, SavvyJaq, 1680 Michigan Avenue, Ste 700, Miami Beach, FL 33139  
(Current mailing address)  
To engage in any lawful act or activity
8. \_\_\_\_\_  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Corporation Service Company  
Office Address: 1201 Hays Street  
Tallahassee, Florida 32301  
(City) (Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company  
  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

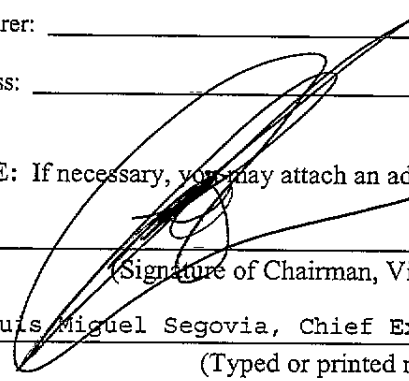
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Luis Miguel Segovia, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

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DIRECTORS AND OFFICERS

**A. DIRECTORS**

Director: Luis Segovia  
Address: 10743 NW 69 Terrace, Miami, FL 33178

Director: Augusto Perez Gomez  
Address: 2566 Coco Plum Blvd., Unit 401, Boca Raton 33496

Director: Rowland Hanson  
Address: 3002 W. Lk. Sam. Pkwy. NE, Redmond, WA 98052

**B. OFFICERS**

President, Secretary  
and CEO Luis Segovia  
Address: 10743 NW 69 Terrace, Miami, FL 33178

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# Delaware

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## *The First State*

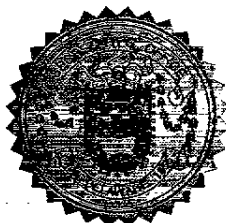
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROMOBID.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROMOBID.COM, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1582601

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DATE: 01-28-02