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From: Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.  
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**LIMITED LIABILITY COMPANY**

**POWERAUCTIONS.COM, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
POWERAUCTIONS.COM, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I  
Name**

The name of this Company shall be: **POWERAUCTIONS.COM, LLC.**

**ARTICLE II  
Commencement Date and Duration**

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act and shall continue for a period of fifty (50) years from the commencement date, or until dissolved by its members or manager in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
3. Unanimous written consent of all of the members.

**ARTICLE III  
Place of Business**

The principal place of business and mailing address of this Company shall be 5700 Memorial Highway, Suite 213, Tampa, FL 33615, and such other place or places as may be designated by the manager from time to time.

This instrument was prepared by:  
Peter A. Rivellini, Esquire  
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.  
911 Chestnut Street  
Post Office Box 1368  
Clearwater, Florida 33757-1368

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ARTICLE IV  
Registered Agent and Office

The initial registered agent for this Company shall be MUNIR DOUMET, and the address of the registered agent for service of process shall be 5700 Memorial Highway, Suite 213, Tampa, FL 33615.

ARTICLE V  
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

ARTICLE VI  
Continuation of Business

The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event which terminates the continued membership of a member in this Company.

ARTICLE VII  
Management of Business

The Company shall be managed by the manager. The following person shall be the manager to serve until its successor is elected and qualified:

<u>Name</u>	<u>Address</u>
DOUMET INTERNATIONAL, INC.	3000 Gulf-to-Bay Blvd., Suite 309 Clearwater, FL 33759

IN WITNESS WHEREOF, the undersigned organizer of POWERAUCTIONS.COM, LLC has executed these Articles of Organization this 5 day of May, 1999.

DOUMET INTERNATIONAL, INC.

By: \_\_\_\_\_


MUNIR DOUMET, Vice-President

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**CERTIFICATE OF DESIGNATION**  
**AND ACCEPTANCE REGISTERED AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 5700 Memorial Highway, Suite 213, Tampa, FL 33615, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

  
\_\_\_\_\_  
MUNIR DOUMET

Dated: 05/05/99

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

BEFORE ME, the undersigned authority personally appeared MUNIR DOUMET, the vice-president of DOUMET INTERNATIONAL, INC., a Florida corporation, who upon being duly sworn, certified as follows:

1. POWERAUCTIONS.COM, LLC has at least one (1) member.
2. The total amount of cash contributed by the members is \$13,500.
3. If any, the agreed value of property other than cash contributed by the members, described as internet web site design and management services, is \$40,500.
3. The total amount of cash and property contributed and anticipated to be contributed by the members is \$54,000.

DOUMET INTERNATIONAL, INC.

By: Munir Doumet

MUNIR DOUMET, Vice-President

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STATE OF FLORIDA )

COUNTY OF PINELLAS )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of MAY, 1999, by MUNIR DOUMET, as the vice-president of DOUMET INTERNATIONAL, INC., a Florida corporation. Said individual is personally known to me; or has produced \_\_\_\_\_ (type of identification) as identification.

Tami Lee Meagher  
(Signature of Notary Public)

TAMI LEE MEAGHER  
(Print, Type or Stamp Commissioned Name of Notary Public)

Date of Expiration and Number

