November 12, 199

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SWAP SHOP PLUS.COM

000003050780--0 -11/22/99--01067--021 *****78.75 *****78.75

To Whom It May Concern:

Enclosed please find two originals of the Articles of Incorporation, together with a check for \$ 78.75.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and fee for registered Agent Designation for the above named corporation.

Sincerely,

ALAN ANDERSON

Please send all correspondence to: ALAN ANDERSON

P.O. Box 1785

Tacanto, Fl. 32178-1785

Palatka

There is no mail delivery at physical address.

904-325-2075





FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

December 23, 1999

ALAN ANDERSON 327 ST. JOHNS AVE. PALATKA, FL 32177

SUBJECT: SWAP SHOP PLUS.COM

Ref. Number: W99000029330

We have received your document for SWAP SHOP PLUS.COM and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Cunningham Document Specialist

Letter Number: 499A00060120

ARTICLES OF INCORPORATION OF SWAPSHOP PLUS.COM, INC.

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

ARTICLES I - CORPORATE NAME

The name of the corporation:

SWAPSHOP PLUS.COM, INC.

ARTICLE II - DURATION

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

ARTICLE III - PURPOSE

This 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 shares (500) of the \$1.00 (one dollar) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent and the principal office physical address of this Corporation is:

ALAN ANDERSON 327 ST. JOHNS AVE. PALATKA, FL. 32177

Principal Office mailing address is:

P.O. BOX 1785 PALATKA, Fl. 32178-1785

PAGE 1 OF 2

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SECRETARY OF STATE
TALLAHASSEE, FLORING

ARTICLES OF INCORPORATION of SWAPSHOP PLUS.COM, INC.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

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

ALAN ANDERSON 327 ST. JOHNS AVE. PALATKA, FL. 32178

ARTICLE VII - INCORPORATORS

The names and address of the person signing these Articles of Incorporation is:

ALAN ANDERSON 327 ST. JOHNS AVE. PALATKA, FL. 32178

alan Anderson

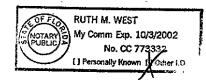
STATE OF FLORIDA
COUNTY OF GITTUSPUTVAM

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Before me, the undersigned authority, personally appeared, ALAN ANDERSON, who producing identification and being duly sworn, depose and say that they have read the fore-going instrument and that all the facts are true on this 29th day of Neumon, 1999.

C536-005-48-148-0 TYPE OF ID AND NUMBER ORIVERS LICENSE Ruth M. West NOTARY

PAGE 2 OF 2



CERTIFICATE OF REGISTERED AGENT of SWAPSHOP PLUS.COM, INC.



Pursuant to Florida Statutes Sections 48.091 and 607.034, 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:

> 327 ST. JOHNS AVE. PLATKA, FL 32177

has named ALAN ANDERSON located at the afore-said address, as Registered 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 provisions of Florida Law in keeping open said office.

ALAN ANDERSON, Registered Agent