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Amended Articles

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

USA 4 Sale Network

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
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00673, 00547
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 13, 2000

UCC Filing & Search Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

SUBJECT: USA4SALE NETWORKS, INC.
Ref. Number: P00000001863

We have received your document for USA4SALE NETWORKS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 200A00013876



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 2000

UCC Filing & Search Services, Inc.
526 East Park Ave.
Tallahassee, FL 32301

SUBJECT: USA4SALE NETWORKS, INC.
Ref. Number: P00000001863

RECEIVED
00 MAR -6 PM 2:3
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for USA4SALE NETWORKS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 000A00006300

AMENDED ARTICLES OF INCORPORATION
OF
USA4Sale Networks, Inc.

FILED
00 MAR 24 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned sole incorporating director, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit. We further declare that the following Amended Articles, which were adopted by me on February 1, 2000 which shall be the Charter and authority for the conduct of business of said corporation. The purpose of filing these Amended Articles of Incorporation is to correct some errors in the original Articles. As the sole incorporating director I have resolved to file these Amended Articles to make such corrections, and it is not necessary for shareholders to vote on these amendments, as stock shares in the corporation have yet to be issued.

ARTICLE I

NAME

The name of this corporation shall be USA4Sale Networks, Inc., and its principal place of business shall be in the, County of Marion, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the Board of Directors.

ARTICLE II

PURPOSE AND POWERS

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.
2. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, or in any manner dispose of the rights and property so acquired.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.
4. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any person or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize,

strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit.

5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

6. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL STRUCTURE

The capital stock of this corporation shall be composed of One Hundred (100) shares of stock with a par value of One Dollars (\$1.00) per share, The capital stock shall be sold, assigned, issued, and transferred only in accordance with the By-Laws of the corporation as the corporation may from time to time, make, change, or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same to the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto.

ARTICLE IV

CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors. This Article may be amended from time to time in the By-Laws of the corporation by a majority vote of the stockholders of the corporation.

ARTICLE V

EXISTENCE

This Corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be located in Ocala, County of Marion, State of Florida, and the post office address of said principal office of the corporation shall be 2005 SW College Road, Suite 1, Ocala, Florida 34474. The mailing address shall be the same.

ARTICLE VII
BOARD OF DIRECTORS

The number of Directors of the Corporation shall be not less than one nor more than five.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of each of the Directors, subject to the By-Laws, who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Harvey Radford	2821 SW 36th Drive, Ocala, Fl 34474
Connie Radford	2821 SW 36th Drive, Ocala, Fl 34474
Michael Warren	5037 SE 33rd Terr. Ocala, Fl 34480
LuAnn Warren	5037 SE 33rd Terr. Ocala, Fl 34480

ARTICLE IX
INITIAL REGISTERED OFFICE

The street address of the initial registered office is 20761 Chestnut Street, Dunnellon, Florida 34431, and the name of the initial registered agent at that office is Chris S. Egan.

ARTICLE X
INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Chris S. Egan	20761 Chestnut St., Dunnellon, Fl 34431

ARTICLE XI
RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the shareholders in the corporation may not be resold or otherwise transferred to other persons without the written consent by all of the shareholders or unless first offered to remaining shareholders or to the corporation. The price and terms at which, and the time within which those shares may be offered and sold shall be further specified by written agreement among all of the shareholders of the corporation.

The Article shall not be interpreted as a restriction on the right of any shareholder to have her/his entire stock holding redeemed by the corporation. All stock certificates issued will be prominently marked "RESTRICTED", with notation made to the Articles of Incorporation and/or By-Laws of the corporation. A subsequent and properly executed Shareholders' Agreement by all the shareholders is deemed to override any provisions herein contrary to such Agreement.

ARTICLE XII GENERAL PROVISIONS

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Stockholder or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

The Corporation shall indemnify any and all Stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters as to which any such stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholder or officer or person is liable for negligence or misconduct in the performance of his duties, if such stockholder or officer or person was acting in good faith in what he considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders or of any disinterested committee or group of persons to whom the question may be referred by the stockholder, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.


Such indemnification shall not be deemed exclusive of any right to which those indemnified may be entitled under By-Laws agreement, both of stockholders, or otherwise.

ARTICLE XIII

This Corporation shall comply with Section 1244 of the Internal Revenue Service Code of 1954 to the fullest extent possible under the current law and regulation allowed thereunder.

I, the undersigned, being the original subscriber and incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of USA4Sale Network, Inc.

WITNESS my hand and seal this 20 day of March, 2000.

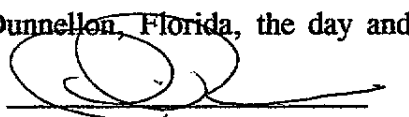

Chris S. Egan, Incorporating Director

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this 20 day of March, 2000 before me personally appeared Chris S. Egan, who produced _____ for identification, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Dunnellon, Florida, the day and year last above written





Notary Public, State of Florida

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

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

First That USA4Sale Network, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Dunnellon, County of Marion, State of Florida, has named Chris S. Egan, located at 20761 Chestnut Street, Dunnellon, FL 34431, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at 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.

By: 
Resident Agent
Chris S. Egan