

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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epaydirt.com, Inc.

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- Art of Inc. File Photo
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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00 FEB 10 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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00 FEB 10 AM 10:14
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TALLAHASSEE, FLORIDA

OB
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Signature

Requested by:

LM 2/10 8:50

Name

Date

Time

Walk-In

Will Pick Up

ARTICLES OF INCORPORATION

OF

epaydirt.com, Inc.

Article I - Name

The name of this corporation is: epaydirt.com, Inc.

Article II - Duration

This corporation shall exist perpetually.

Article III - Purpose

The Corporation is organized for the purpose of providing and transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue TWENTY MILLION (20,000,000) shares of common stock with \$.01 par value.

Article V - Principle Office and Registered Agent

The Principle address of the corporation and the registered office of this corporation is 687 SE Harbor View Drive, Port St. Lucie, Florida 34983, and the name of the initial registered agent of this corporation at that address is Robert Rutstein.

Article VI - Initial Board of Directors

This corporation shall have one (1) director 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 address of the initial director of this corporation:

**James Conway
P.O. Box 1557
Stuart, Florida 34995**

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TALLAHASSEE, FLORIDA

Article VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 3 day of February, 2000.


JAMES CONWAY

SWORN TO AND SUBSCRIBED BEFORE ME this 3 day of February, 2000 by James Conway who is personally known to me.

Susan M. Van Woert

Notary Public
My commission expires



Susan M. Van Woert
Commission Expires

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 Statute, the following is submitted, compliance with said Act: That epaydirt.com, Inc., of Port St. Lucie, Florida, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the Town of Port St. Lucie, County of St. Lucie, State of Florida, has named Robert Rutstein located at 687 SE Harbor View Drive, Port St. Lucie, Florida 34983, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.


ROBERT RUTSTEIN

SWORN TO AND SUBSCRIBED BEFORE ME this 3 day of ^{Feb}~~January~~, 2000 by Robert Rutstein who is personally known to me.


Notary Public
My commission expires _____



James Conway
My Commission CC780066
Expires October 4, 2002

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00 FEB 10 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA