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Florida Department of State

Division of Corporations
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EFFECTIVE DATE

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To:

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Fax Number : (850)922-4001

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813)229-2300
Fax Number : (813)221-4210

THE EFFECTIVE DATE SHOULD BE THE FILE DATE OF FEBRUARY 11, 2000

FLORIDA PROFIT CORPORATION OR P.A.

PrizeCrazy.com, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	03
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FILED
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FROM FOLEY & LARDNER 813-221-4210

(FRI) 2.11'00 16:46/ST. 16:45/NO. 4863333370 P 2



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 11, 2000

FOLEY & LARDNER

SUBJECT: PRIZECRAZY.COM, INC.
REF: W00000003835

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must be listed exactly as it is filed with our office.

If you have any further questions concerning your document, please call (850) 487-6925.

Angela Howell
Document Specialist

FAX Aud. #: H00000006524
Letter Number: 800A00007373

ARTICLES OF INCORPORATION

OF

PRIZECRAZY.COM, INC.

EFFECTIVE DATE

02-11-00

THE UNDERSIGNED, acting as the sole incorporator of **PrizeCrazy.com, Inc.** (the "Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

Name

The name of the Corporation is: **PrizeCrazy.com, Inc.**

ARTICLE II

Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

Shares

The total number of shares which the Corporation shall have the authority to issue shall be One Hundred and Ten Million (110,000,000) shares, consisting of One Hundred Million (100,000,000) shares of a single class of common stock having a par value of \$.001 per share and Ten Million (10,000,000) shares of preferred stock having a par value of \$.001 per share. Pursuant to Section 607.0602 of the Florida Business Corporation Act, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the Florida Business Corporation Act.

ARTICLE IV

Principal Office

The address of the principal office of the Corporation is 9400 4th Street North, Suite 200, St. Petersburg, Florida 33702.

Martin A. Traber, Esquire
Florida Bar # 0099805
Foley & Lardner
100 N. Tampa Street, Suite 2700
Tampa, Florida 33602
Phone 813-229-2300

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Initial Registered Office and Agent

The address of the initial registered office of the Corporation is 1200 S. Pine Island Road, Plantation, Florida 33324, and the initial registered agent at such address is C T Corporation. Systems

ARTICLE V
Incorporator

The name and address of the sole incorporator of the Corporation is as follows: Martin A. Traber, Esquire, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator as of the 10 day of February, 2000.



Martin A. Traber, Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of PrizeCrazy.com, Inc.

DATED: Effective February 10, 2000.

CT CORPORATION SYSTEMS

By: Vicky Goldstein
VICKY GOLDSTEIN
Name: SPECIAL ASSISTANT SECRETARY
Title: _____

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