

P00000032247

TRANSMITTAL LETTER

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

400003183164--3
-03/24/00--01071-009
*****78.75 *****78.75

SUBJECT: TECHPROCUREMENT.COM

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certificate of Status

FROM: LAURA J. LEWIS
108 MAYACA DRIVE
INDIAN HARBOUR BEACH
FL, 32937
(321) 773-1542

FILED
00 MAR 24 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Robert Lewis GAVE
AUTHORIZATION BY PHONE TO
CORRECT ART. I add suffix
DATE 3/30
DOC. EXAM STT

FILED
00 MAR 24 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S.
OF
TECHPROCUREMENT.COM, INC.

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the corporation shall be: TECHPROCUREMENT.COM, located at 108 MAYACA DRIVE, INDIAN HARBOUR BEACH, FL 32937 INC.

ARTICLE II – DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III – PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100,000,000 shares of \$0.01 par value common stock.

ARTICLE V – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI – INITIAL OFFICERS/DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors are:

ROBERT M LEWIS
108 MAYACA DRIVE
INDIAN HARBOUR BEACH
FLORIDA, 32937

LAURA J LEWIS
108 MAYACA DRIVE
INDIAN HARBOUR BEACH
FLORIDA, 32937

ARTICLE VII – REGISTERED AGENT

The street address of the initial registered office of this corporation is 108 MAYACA DRIVE, INDIAN HARBOUR BEACH, FL 32937, and the name of the initial registered agent of this corporation at that address is ROBERT M. LEWIS.

ARTICLE VIII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: LAURA J. LEWIS at 108 MAYACA DRIVE, INDIAN HARBOUR BEACH, FL 32937.

ARTICLE IX – BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE X – COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XI – AMENDMENT

This corporation reserve 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 t his reservation.

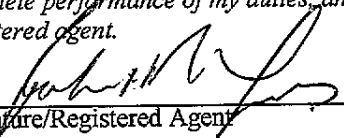
ARTICLE XII – I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as “Section 1244 Stock” pursuant to Section 1244 of the Internal Revenue code of 1986.

ARTICLE X111 – SUBCHAPTER “S” ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter “S” Internal Revenue Code Election (IRS Form 2553) at the organization meeting hereof.


Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

3/17/00
Date

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this



Signature/Incorporator

3/17/00
Date