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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

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From:

Account Name : ADORNO & ZEDER, P.A.
Account Number : 072100000120
Phone : (305) 860-7098
Fax Number : (305) 858-4777

FLORIDA PROFIT CORPORATION OR P.A.

andpick.com, Inc.

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APR 04 2000

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**ARTICLES OF INCORPORATION
OF
ANDPICK.COM, INC.**

The undersigned, acting as Incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:
andpick.com, Inc. (the "Corporation")

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 1,000,000 shares of Common Stock with a par value of \$0.01 per share.

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ARTICLE V

The initial registered agent and street address of the initial registered office of the Corporation shall be:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VI

This Corporation shall have one director initially. The name and address of the initial director of the Corporation, who shall hold office until her successor is elected and qualified or until her earlier resignation or removal from office is:

Leslea Macaulay
c/o Adorno & Zeder, P.A.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VII

The name and address of the Incorporator of the Corporation is:

A Z Registered Agent Corporation
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

ARTICLE VIII

The principal business address and mailing address of the Corporation shall be:

c/o Adorno & Zeder, P.A.
2601 S. Bayshore Drive
Suite 1600
Miami, Florida 33133

,04/03/00 17:02 FAX 3058584777

ADORNO ZEDER

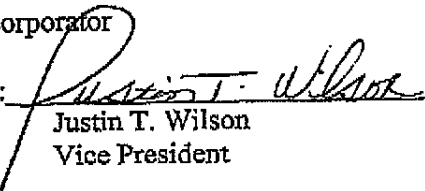
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Executed at Miami, Florida this 3rd day of April, 2000.

A Z REGISTERED AGENT CORPORATION,
Incorporator

By:


Justin T. Wilson
Vice President

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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of andpick.com, Inc., the undersigned
accepts such appointment and agrees to act in such capacity.

Dated this 3rd day of April, 2000.

A Z REGISTERED AGENT CORPORATION,
Registered Agent

By: 

Justin T. Wilson
Vice President

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